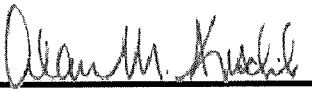


This document was signed electronically on December 30, 2015, which may be different from its entry on the record.

IT IS SO ORDERED.

Dated: December 30, 2015




ALAN M. KOSCHIK
 U.S. Bankruptcy Judge

**UNITED STATES BANKRUPTCY COURT
 NORTHERN DISTRICT OF OHIO
 EASTERN DIVISION**

In re:)
) Chapter 11
QSL of Medina, Inc., <i>et. al.</i> , ¹)
) Case Nos. 15-52722; 15-52726
) through 15-52732; 15-52734 through
) 15-52735; 15-52737 through 15-
) 52738; 15-52740 through 15-52749;
) 15-52751 through 15-52754
Debtors.) (Joint Administration under Case No.
) 15-52722)
)
) Hon. Judge Alan M. Koschik
)

¹ The Debtors and the last four digits of the Debtors' United States Tax Identification Number following in parentheses are: QSL of Medina, Inc. (8260); QSL Operations, Inc. (2667); QSL Management, Inc. (1988); Quaker Steak & Lube Franchising Corporation (1589); Quaker Steak & Wings, Inc. (7669); QSL Sauces, Inc. (8951); QSL Intellectual Properties Corporation (9985); QSL of Buffalo, Inc. (6439); QSL of Sheffield, Inc. (5326); QSL of Plano, Inc. (6701); QSL of Warren, Inc. (3865); QSL of Independence, Ohio, Inc. (0166); QSL of Newport News, Inc. (3858); QSL of Lakewood, Inc. (1575); QSL of Harrisonburg, Inc. (4832); QSL of Concord, Inc. (9262); QSL of Carrollton, Inc. (7632); QSL of Fort Wayne, Inc. (3079); Lube Holdings, Inc. (6457); Best Wings USA, Inc. (1339); QSL of Wheeling, Inc. (2220); QSL of Vermillion, Inc. (5207); QSL of Springfield, Inc. (9745); QSL of Springfield Realty, Inc. (9589); QSL of Fredericksburg, Inc. (4887); QSL of Medina Reality, Inc. (8418); and Lube Aggregator Inc. (1263).



**ORDER AUTHORIZING APPLICATION OF OFFICIAL COMMITTEE OF
UNSECURED CREDITORS FOR QSL OF MEDINA, ET AL. FOR AUTHORITY TO
RETAIN AND EMPLOY COUNSEL FOR THE COMMITTEE, NUNC PRO TUNC TO
DECEMBER 8, 2015.**

This matter coming before the Court on the *Application of Official Committee of Unsecured Creditors for QSL of Medina, et al. for Authority to Retain and Employ Counsel for the Committee, Nunc Pro Tunc to December 8, 2015* (the "Application"), Docket No. 94, filed by the Official Committee of Unsecured Creditors of QSL of Medina, *et al.* (the "Committee"). The Court having reviewed the Application and considered the Verified Statement attached thereto as Exhibit A; the Court being satisfied that WHP is a "disinterested person" as such term is defined under 11 U.S.C. § 101(14), as modified by 11 U.S.C. 1107(b); the Court finding that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and reference from the District Court for the Northern District of Ohio pursuant to 28 U.S.C. § 157; (b) this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (c) venue of the Debtors' chapter 11 cases and this Application is proper under 28 U.S.C. §§ 1408 and 1409; (d) service and notice of the Application was sufficient under the circumstances; and (e) the legal and factual bases set forth in the Application establish just cause for the relief granted herein.

IT IS HEREBY ORDERED THAT:

1. The Application shall be, and hereby is, GRANTED.
2. The Committee is authorized to retain and employ WHP as counsel to represent the Committee during the pendency of the Debtors' chapter 11 cases pursuant to section 1103 of the Bankruptcy Code and *nunc pro tunc* to December 8, 2015.

3. WHP shall be compensated for services rendered to the Committee, and reimbursed for related expenses, in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and any other applicable orders of this Court.

4. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation and/or interpretation of this Order.

IT IS SO ORDERED.

###

Submitted by:

/s/ Christopher W. Peer

Christopher W. Peer (No. 0076257)

E-mail Cpeer@wickenslaw.com

John A. Polinko (No. 0073967)

E-mail JPolinko@WickensLaw.com

WICKENS, HERZER, PANZA, COOK & BATISTA CO.

35765 Chester Road

Avon, OH 44011-1262

(440) 695-8000 (Main)

(440) 695-8098 (Fax)

COUNSEL TO OFFICIAL COMMITTEE
OF UNSECURED CREDITORS

Period	Date of Invoice	Incurred	Billed Amounts		Amounts Paid	
			Fees	Expenses	Fees	Expense
12/8/2015 – 12/31/2015	1/13/2016	\$58,309.06	\$55,877.00	\$2,432.06	\$44,701.60	\$2,432.06
1/1/2016 – 1/31/2016	2/12/2016	\$72,371.09	\$60,266.00	\$12,105.09	\$48,212.80	\$12,105.09
2/1/2016 – 2/29/2016	3/11/2016	\$38,380.52	\$38,055.50	\$325.02	\$30,444.40	\$325.02
3/1/2016 – 3/31/2016	4/12/2016	\$73,232.80	\$72,088.50	\$1,144.30	\$57,670.80	\$1,144.30
TOTALS		\$242,293.47	\$226,287.00	\$16,006.47	\$181,029.60	\$16,006.47

EXHIBIT B

35765 Chester Road
Avon, Ohio 44011-1262
(440) 695-8000 Avon
(440) 695-8098 Fax - Avon
www.WickensLaw.com

Federal I.D. No. 34-1205692
(419) 627-3100 Sandusky
(419) 627-3101 Fax - Sandusky



Official Committee of Unsecured Creditors of QSL of Medina, Inc.
Mr. Lawrence D. Campana, Chairperson
Campana Properties, Inc.
17859 Lake Road
Lakewood, OH 44107-1048

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For Services Performed Through December 31, 2015

Our Matter No: 20801-301
In re: QSL of Medina, Inc.

12/7/2015	Calls and emails with L. Campana re: creditors committee and review of various case filings re: same.				
	Benjamin M. Cooke	1.00 hrs.	300.00 / hr	\$	300.00
12/8/2015	Review and respond to emails re: creditors committee (0.2); participate in conference call with committee members; (0.7) various calls with L. Campana (0.2; continued review of APA (0.4).				
	Benjamin M. Cooke	1.50 hrs.	300.00 / hr	\$	450.00
12/8/2015	Drafting of Bylaws and confidentiality agreements.				
	Christopher W. Peer	0.70 hrs.	300.00 / hr	\$	210.00
12/8/2015	Initial Committee Meeting and preparation for the same (0.6); confer with committee members re: initial strategy and actions, including considering FA candidates and retaining BDO to provide FA services (1.5).				
	Christopher W. Peer	2.10 hrs.	300.00 / hr	\$	630.00
12/8/2015	initial conference with Attorneys Kazcka and Opincar re: case overview and goals of Debtors.				
	Christopher W. Peer	0.70 hrs.	300.00 / hr	\$	210.00
12/8/2015	Prepare for and participate in conference call with Committee Members and Attorney's Chris Peer and Ben Cooke (2.0).				
	John A. Polinko	2.00 hrs.	300.00 / hr	\$	600.00
12/9/2015	Review of APA and related sales process filings (2.0); conference with Attorney Peer re: strategy (3.0); prepare summary to APA and review of same (1.0).				
	Benjamin M. Cooke	6.00 hrs.	300.00 / hr	\$	1,800.00

EXHIBIT C

Official Committee of Unsecured Creditors of QSL of Medina, Inc.
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17859 Lake Road
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12/9/2015	Draft summary for Committee of initial relief requested by Debtors.				
	Christopher W. Peer	1.10 hrs.	300.00 / hr	\$	330.00
12/9/2015	Revisions to Bylaws and confidentiality (0.4); draft agenda for Committee call (0.6); meet with Mr. Polinko re: open strategy points and considerations to present to Committee (0.4) .				
	Christopher W. Peer	1.40 hrs.	300.00 / hr	\$	420.00
12/10/2015	Conference call with Committee members re: responses to sale motion; prepare draft response to same for Attorney Peer (2.5).				
	Benjamin M. Cooke	2.90 hrs.	300.00 / hr	\$	870.00
12/10/2015	Strategy meeting with BDO to discuss overall case and short and long term strategies to suggest to Committee.				
	Christopher W. Peer	3.70 hrs.	300.00 / hr	\$	1,110.00
12/10/2015	Prepare agenda for, prepare for and hold Committee Meeting.				
	Christopher W. Peer	1.80 hrs.	300.00 / hr	\$	540.00
12/10/2015	Collect and review executed confidentiality and bylaws.				
	Christopher W. Peer	0.50 hrs.	300.00 / hr	\$	150.00
12/10/2015	Participate in meeting with Attorneys Chris Peer and Ben Cooke and representatives of BDO, USA, LLP to discuss DIP Financing Motion, Sale and Bidding Procedures Motion, and Asset Purchase Agreement by and between TravelCenters of America, LLC and the Debtors (2.5); participate in conference call with Attorneys Chris Peer and Ben Cooke, representatives of BDO, USA, LLC, and members of Committee to discuss DIP Financing Motion and Sale and Bidding Procedures Motions (1.0); participate in conference call with Attorney Chris Peer and counsel for Debtors to discuss concerns with DIP Financing Motion and Sale and Bidding Procedures Motion (.4); participate in follow-up meeting with Attorney Chris Peer to discuss limited objections to DIP Financing Motion and Sale and Bidding Procedures Motion (.5).				
	John A. Polinko	4.90 hrs.	300.00 / hr	\$	1,470.00
12/11/2015	Strategy discussion with Mr. Cooke and BDO.				
	Christopher W. Peer	0.40 hrs.	300.00 / hr	\$	120.00
12/11/2015	Meet with Mr. Campana re: retentions and Committee organization.				
	Christopher W. Peer	0.40 hrs.	300.00 / hr	\$	120.00
12/11/2015	Prepare for and participate in call with Attorney Chris Peer, counsel for the Debtors and counsel for Travel Centers of America, LLC, to discuss the DIP Financing Motion and the Sale and Bidding Procedures Motion and the Committee's concerns with each (1.0); review email and attached proposed orders from counsel for Debtors and respond to counsel for Debtors re: Committee's approval of orders (.5).				

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	John A. Polinko	1.50 hrs.	300.00 / hr	\$	450.00
12/11/2015	Electronically file Application of Official Committee Of Unsecured Creditors For QSL Of Medina, et al. for Authority To Retain And Employ Wickens, Herzer, Panza, Cook & Batista Co. as Counsel For The Committee, Nunc Pro Tunc to December 8, 2015; Application of Official Committee Of Unsecured Creditors For QSL Of Medina, et al. for Authority To Retain And Employ BDO USA, LLP as Financial Advisors To The Committee, Nunc Pro Tunc to December 8, 2015; Limited Objection Of The Official Committee Of Unsecured Creditors To Debtors' Motion For An Order: (A) Approving Bidding Procedures For Sale Of Substantially All Of The Debtors' Assets; (B) Authorizing And Scheduling An Auction; (C) Scheduling Hearing For Approval Of The Sale Of Assets Free And Clear Of Liens And The Assumption And Assignment Of Certain Executory Contracts To The Successful Bidder; (D) Approving Breakup Fee And Expense Reimbursement; (E) Approving Assignment Of Executory Contracts And Unexpired Leases, Including Cure Amounts Relating Thereto; (F) Approving Certain Deadlines And The Form, Manner And Sufficiency Of Notice; And (G) Granting Other Related Relief [Docket No. 9]; Limited Objection Of Official Committee Of Unsecured Creditors To Entry Of Final Order To Debtors' Motion For Orders: (I) Authorizing Debtors To Obtain Secured Post-Petition Financing And Use Cash Collateral; (II) Granting Adequate Protection; (III) Modifying The Automatic Stay; (IV) Setting Final Hearing; And (V) Granting Related Relief [Docket No. 7]; Notice of Application of Official Committee of Unsecured Creditors for Authority to Retain And Employ Wickens, Herzer, Panza, Cook & Batista Co. as Counsel for The Committee, Nunc Pro Tunc, to December 8, 2015; and Notice of Application of Official Committee of Unsecured Creditors for Authority to Retain And Employ BDO USA LLP as Financial Advisors for The committee, Nunc Pro Tunc, to December 8, 2015; forward copies of same to List of Creditors Holding 20 Largest Unsecured Claims via U.S. mail				
	Docket	0.50 hrs.	60.00 / hr	\$	30.00
12/13/2015	Finalize draft of committee communication in advance of 12/15 omnibus hearing.				
	Christopher W. Peer	0.30 hrs.	300.00 / hr	\$	90.00
12/14/2015	Update Committee memo (1.4); coordinate Committee organization matters, including final collection of confidentiality agreements (0.7) .				
	Christopher W. Peer	2.10 hrs.	300.00 / hr	\$	630.00
12/14/2015	Respond to Committee Members re: call in information and By laws.				
	Christopher W. Peer	0.50 hrs.	300.00 / hr	\$	150.00
12/14/2015	Draft and send email memo to Committee summarizing terms of Committee's agreement with Debtors on open orders.				
	Christopher W. Peer	0.70 hrs.	300.00 / hr	\$	210.00
12/14/2015	Participate in conference call with Attorney's Chris Peer and Ben Cooke, representatives of BDO, USA and Committee members to discuss conversations with Debtors' counsel and upcoming hearing scheduled for December 15 (1.0); participate in follow-up meeting with Attorney's Chris Peer and Ben Cooke to discuss next steps (.5).				

Official Committee of Unsecured Creditors of QSL of Medina, Inc.
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 17859 Lake Road
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	John A. Polinko	1.50 hrs.	300.00 / hr	\$	450.00
12/14/2015	Review binder prepared re: all motions and applications scheduled for hearing on December 15, 2015.				
	John A. Polinko	1.00 hrs.	300.00 / hr	\$	300.00
12/14/2015	Attendance at Committee of Unsecured Creditors of QSL Medina, Inc. re: update of financing negotiations and sales procedures.				
	Mary G. McCarty	1.40 hrs.	105.00 / hr	\$	147.00
12/15/2015	Draft agenda for Committee call on 12/17 (0.4); update Minutes from past Committee Meetings (0.2).				
	Christopher W. Peer	0.60 hrs.	300.00 / hr	\$	180.00
12/16/2015	Review glossary for submittal to committee.				
	Christopher W. Peer	0.40 hrs.	300.00 / hr	\$	120.00
12/16/2015	Revise agenda and send message to Committee re: call set for 12/17.				
	Christopher W. Peer	0.50 hrs.	300.00 / hr	\$	150.00
12/17/2015	Conference calls with Scott Opincar re: data deliveries (0.5); Committee Call (1.1.); prepare for Committee Call (0.3).				
	Christopher W. Peer	1.90 hrs.	300.00 / hr	\$	570.00
12/17/2015	Attendance at meeting of the Official Committee of Unsecured Creditors of QSL of Medina, Inc.				
	Mary G. McCarty	1.00 hrs.	105.00 / hr	\$	105.00
12/22/2015	Review notes re: Committee inquiries (0.5); reach out to Scott Opincar re: same (0.2).				
	Christopher W. Peer	0.70 hrs.	300.00 / hr	\$	210.00
12/23/2015	Conference call with Mr Opincar re: open requests and issues; follow-up re: same.				
	Christopher W. Peer	0.90 hrs.	300.00 / hr	\$	270.00
12/23/2015	Participate in call with Attorney Chris Peer to discuss upcoming call with Debtors' counsel (.2); participate in call with counsel for Debtors and Attorney Chris Peer to discuss current status of chapter 11 filings, open issues and sale updates (.5); participate in follow-up call with Attorney Chris Peer and Mark Kozel of BDO, USA (.6).				
	John A. Polinko	1.30 hrs.	300.00 / hr	\$	390.00
12/26/2015	Review budget and sales tracking data from Mastodon (0.4); draft minutes from committee meetings on 12/8 and 12/10 (1.4); send minute drafts to Mr. Polinko and Mr. Cooke for review (0.2).				
	Christopher W. Peer	2.00 hrs.	300.00 / hr	\$	600.00

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12/27/2015	Review and circulate minutes for 12/8 and 12/10 to BDO and WHP.				
	Christopher W. Peer	0.40 hrs.	300.00 / hr	\$	120.00
12/27/2015	Review and revise 12/8/15 and 12/10/15 Committee Minutes and forward to Attorney's Chris Peer and Ben Cooke (.4).				
	John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
12/28/2015	Prepare materials and agenda (1.0); send same to Committee Members for Committee meeting on 12/29 (0.4).				
	Christopher W. Peer	1.40 hrs.	300.00 / hr	\$	420.00
12/28/2015	Participate in conference call with Attorney Chris Peer and Mark Kozel of BDO, USA to discuss issues with APA and other items to discuss with Committee on 12/29/2015 conference call (.8).				
	John A. Polinko	0.80 hrs.	300.00 / hr	\$	240.00
12/29/2015	Participate in conference call with Committee (0.8).				
	Benjamin M. Cooke	0.80 hrs.	300.00 / hr	\$	240.00
12/29/2015	Conference call with Mr. Opincar re: open topics, including sales procedures; update Committee re: same.				
	Christopher W. Peer	0.70 hrs.	300.00 / hr	\$	210.00
12/29/2015	Prepare for (0.8) and hold Committee Meeting (1.3).				
	Christopher W. Peer	2.10 hrs.	300.00 / hr	\$	630.00
12/29/2015	Meeting with Mr. Campana to obtain signatures on Minutes and KCC agreement. .				
	Christopher W. Peer	0.50 hrs.	300.00 / hr	\$	150.00
12/29/2015	Participate in weekly Committee call with Attorney Chris Peer, representatives of BDO, USA and Committee Members to discuss disposition of chapter 11 cases and open issues (1.3).				
	John A. Polinko	1.30 hrs.	300.00 / hr	\$	390.00
12/31/2015	Review notes from discussion with Debtors and TA re: sales process (0.2); draft and send update email re: same to professionals and Committee (1.1).				
	Christopher W. Peer	1.50 hrs.	300.00 / hr	\$	450.00
12/31/2015	Review and participate in correspondence re: questions to be discussed with Debtors concerning, among other things, operations and forwarding of agenda to Debtors' counsel (.4).				
	John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00

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	Fees for this matter	\$	<u>17,472.00</u>
	REIMBURSABLE COSTS		
	Copy Charges	\$	1,351.42
	Postage Charges	\$	978.44
12/15/2015	Travel Expense - 12/15/15, Attend Hearing, Akron, Ohio.	\$	69.00
	Total costs for this matter	\$	<u>2,398.86</u>
	Total current billing for this matter	\$	19,870.86

Official Committee of Unsecured Creditors of QSL of Medina, Inc.
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For Services Performed Through December 31, 2015

Our Matter No: 20801-302

In re: QSL of Medina, Inc. - Use/Sale/Lease of Asset

12/8/2015	Continue analysis of Sale Procedures.				
	Christopher W. Peer	0.80 hrs.	300.00 / hr	\$	240.00
12/9/2015	Review APA and Sale procedures (1.0); begin to outline responses and summary for Committee (1.3).				
	Christopher W. Peer	2.30 hrs.	300.00 / hr	\$	690.00
12/9/2015	Negotiations with Debtors re: sale procedures.				
	Christopher W. Peer	1.10 hrs.	300.00 / hr	\$	330.00
12/10/2015	Conference with Attorney Peer and Attorney Polinko re: responses to sale motion and financing (1.0); conference with BDO re: same (1.5); participate in conference calls with Debtor's counsel (0.4).				
	Benjamin M. Cooke	2.90 hrs.	300.00 / hr	\$	870.00
12/10/2015	Draft response to Sale Procedures Motion (3.1); Draft summary of same for Committee meeting (1.1).				
	Christopher W. Peer	4.20 hrs.	300.00 / hr	\$	1,260.00
12/10/2015	Review of draft Limited Objection to Sale and Bidding Procedures Motion and provide revisions to Attorney Chris Peer (.8).				
	John A. Polinko	0.80 hrs.	300.00 / hr	\$	240.00
12/11/2015	Review motion responses and comments to same (1.0); review and respond to various emails regarding objections (0.8); conferences with Attorneys Peer and Polinko re: status (1.0).				
	Benjamin M. Cooke	2.80 hrs.	300.00 / hr	\$	840.00
12/11/2015	Revise response to Sale Procedures Motion (1.1); conference call with Debtors counsel and Buyers counsel re: Sale procedures and Committee concerns re: same (1.0); file response to Sale Procedures Motion (0.5); discuss adjournment of hearing with Mr. Opincar (0.3).				
	Christopher W. Peer	2.90 hrs.	300.00 / hr	\$	870.00
12/12/2015	Review Quaker Coffee USPTO opinion (0.4); call with Attorney Peer re: same (0.1).				
	Benjamin M. Cooke	0.50 hrs.	300.00 / hr	\$	150.00
12/13/2015	Communication to Attorney Opincar re: connecting BDO with Mastodon and Inglewood				

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	(0.3). discussion with Mark Kozel re: same and getting to work on finding bidders and evaluating sale (0.4).				
	Christopher W. Peer	0.70 hrs.	300.00 / hr	\$	210.00
12/14/2015	Review comments to sale process order (0.4); participate in conference call with Committee members and conference with Attorneys Peer and Polinko re: process and status' review revised budget and reports re: same (3.0).				
	Benjamin M. Cooke	3.40 hrs.	300.00 / hr	\$	1,020.00
12/14/2015	Respond to Mr. Opincar re: purchase agreement extension.				
	Christopher W. Peer	0.50 hrs.	300.00 / hr	\$	150.00
12/15/2015	Review confidentiality agreement (0.2); initial review of data room records (0.2); review and respond to emails re: same (0.1).				
	Benjamin M. Cooke	0.50 hrs.	300.00 / hr	\$	150.00
12/15/2015	Negotiations and conferences with Mr. Opincar, Mr. Millar and others re: TA offer and amendments to same.				
	Christopher W. Peer	1.00 hrs.	300.00 / hr	\$	300.00
12/16/2015	Review and comment on first amendment to asset purchase agreement (0.5); conference with Attorney Peer re: status; review email from M. Kozel providing update on conference with Mastodon re: sale process (0.2).				
	Benjamin M. Cooke	0.70 hrs.	300.00 / hr	\$	210.00
12/16/2015	Review amendment to Purchase agreement and share and respond to comments from WHP and BDO teams.				
	Christopher W. Peer	1.10 hrs.	300.00 / hr	\$	330.00
12/17/2015	Participate in conference call with Committee members (1.0).				
	Benjamin M. Cooke	1.00 hrs.	300.00 / hr	\$	300.00
12/17/2015	Review Amendment to APA and circulate comments to Committee team.				
	Christopher W. Peer	0.40 hrs.	300.00 / hr	\$	120.00
12/17/2015	Review of email from representative of Mastadon in response to request for post petition teaser and discuss same with Attorney Chris Peer (.4).				
	John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
12/18/2015	Review offering materials and comments to same; review various emails re: sale process and budget information.				
	Benjamin M. Cooke	1.00 hrs.	300.00 / hr	\$	300.00
12/18/2015	Circulation of comments re: APA amendment and Committee options.				

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	Christopher W. Peer	0.70 hrs.	300.00 / hr	\$	210.00
12/18/2015	Draft and send message to Mr. Opincar re: data delivery from Mastodon and other open topics.				
	Christopher W. Peer	0.80 hrs.	300.00 / hr	\$	240.00
12/21/2015	Begin additional review of purchase agreement (0.6); discuss same with Mr. Cooke (0.2).				
	Christopher W. Peer	0.80 hrs.	300.00 / hr	\$	240.00
12/21/2015	Participate in discussion with Attorney Chris Peer re: requests of Mastadon and remarks from BDO, USA (.4).				
	John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
12/23/2015	Continued review of TA APA and provide comments to same (1.5); review and respond to various emails re: sales process (0.3); calls with counsel in TX re: Mastodon engagement (0.2).				
	Benjamin M. Cooke	2.00 hrs.	300.00 / hr	\$	600.00
12/23/2015	Strategic discussions with Mr. Kozel re: case waterfall and data missing, along with conversations with Debtors counsel.				
	Christopher W. Peer	0.90 hrs.	300.00 / hr	\$	270.00
12/24/2015	Review of email forwarded by Debtors' Investment Banker including prepetition marketing tracker document (.2).				
	John A. Polinko	0.20 hrs.	300.00 / hr	\$	60.00
12/27/2015	Review Purchase Agreement again for specific issues and to advise Committee.				
	Christopher W. Peer	1.60 hrs.	300.00 / hr	\$	480.00
12/28/2015	Review BDO preliminary consolidated income statement for L. Goddard.				
	Benjamin M. Cooke	0.50 hrs.	300.00 / hr	\$	150.00
12/28/2015	Review and discuss APA terms with BDO and Mr. Polinko.				
	Christopher W. Peer	1.10 hrs.	300.00 / hr	\$	330.00
12/29/2015	Additional review of data room information following same; review various emails re: APA closing conditions (1.2).				
	Benjamin M. Cooke	1.20 hrs.	300.00 / hr	\$	360.00
12/29/2015	Review APA and Summarize for Committee Members.				
	Christopher W. Peer	0.50 hrs.	300.00 / hr	\$	150.00
12/30/2015	Participate in conference call with Attorney Peer and Polinko and BDO re: APA and other sale procedure issues (1.5); review and respond to various emails re: same (0.7).				

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	Benjamin M. Cooke	2.20 hrs.	300.00 / hr	\$	660.00
12/30/2015	Review and comment on sale procedures list (0.2); conferences with Attorneys Peer and Polinko re: same (0.3).				
	Benjamin M. Cooke	0.50 hrs.	300.00 / hr	\$	150.00
12/30/2015	Conference call with Committee Professional team re: sale process and negotiations, including ways for BDO to bring bidders to the table (2.0); revise negotiation points for discussion with QSL and TA and send same to Scott Opincar (1.2).				
	Christopher W. Peer	3.20 hrs.	300.00 / hr	\$	960.00
12/30/2015	Participate in call with Attorney's Chris Peer and Ben Cooke and representatives of BDO to discuss sale procedures and Stalking Horse APA (1.2); participate in follow-up discuss re: same with Attorney's Chris Peer and Ben Cook (.3).				
	John A. Polinko	1.50 hrs.	300.00 / hr	\$	450.00
12/31/2015	Conference call with Mr. Opincar and Mr. Millar re: TA APA and Sales process.				
	Christopher W. Peer	1.10 hrs.	300.00 / hr	\$	330.00
12/31/2015	Review of email and attachment from Debtors' counsel re: Purchase Agreement Amendments (.4); review of internal email correspondence among Attorney Chris Peer and representatives of BDO, USA re: same and comments (.4).				
	John A. Polinko	0.80 hrs.	300.00 / hr	\$	240.00
					<hr/>
Fees for this matter				\$	14,700.00
Total current billing for this matter				\$	14,700.00

Official Committee of Unsecured Creditors of QSL of Medina, Inc.
Mr. Lawrence D. Campana, Chairperson
Campana Properties, Inc.
17859 Lake Road
Lakewood, OH 44107-1048

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For Services Performed Through December 31, 2015

Our Matter No: 20801-304

In re: QSL of Medina, Inc. - OTM Proposed Retention/Fee Application

12/8/2015	Review retention applications set for hearing on 12/15.				
	Christopher W. Peer	1.00 hrs.	300.00 / hr	\$	300.00
12/9/2015	Review and comment on BDO engagement letter; initial review of retention application.				
	Christopher W. Peer	1.10 hrs.	300.00 / hr	\$	330.00
12/10/2015	Review and revisions to BDO retention and engagement letter.				
	Christopher W. Peer	1.50 hrs.	300.00 / hr	\$	450.00
12/11/2015	Finalize BDO Application and file same.				
	Christopher W. Peer	0.40 hrs.	300.00 / hr	\$	120.00
12/14/2015	Review of proposed orders provided by Debtors' counsel re: Retention of Mr. John Lane and Inglewood Associates, Retention of Mastadon as Investment Banker, and Critical Vendors (.8).				
	John A. Polinko	0.80 hrs.	300.00 / hr	\$	240.00
12/17/2015	Review BDO tasks and retention issues.				
	Christopher W. Peer	0.40 hrs.	300.00 / hr	\$	120.00
12/18/2015	Review Inglewood interim fee submission.				
	Christopher W. Peer	0.30 hrs.	300.00 / hr	\$	90.00
12/18/2015	Review of invoices provided by Inglewood Associates and discuss same with Attorney Peer (.4).				
	John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
12/21/2015	Review fee requests and communications motion and forward same with summary to committee for comment.				
	Christopher W. Peer	1.20 hrs.	300.00 / hr	\$	360.00
Fees for this matter				\$	2,130.00

Official Committee of Unsecured Creditors of QSL of Medina, Inc.
Mr. Lawrence D. Campana, Chairperson
Campana Properties, Inc.
17859 Lake Road
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Total current billing for this matter \$ 2,130.00

Official Committee of Unsecured Creditors of QSL of Medina, Inc.
Mr. Lawrence D. Campana, Chairperson
Campana Properties, Inc.
17859 Lake Road
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For Services Performed Through December 31, 2015

Our Matter No: 20801-305

In re: QSL of Medina, Inc. - Miscellaneous Motions

12/8/2015	Review motions set for hearing on 12/15 other than DIP and Sale Procedures.				
	Christopher W. Peer	1.00 hrs.	300.00 / hr	\$	300.00
12/9/2015	Negotiations with Debtors counsel re: Critical Vendors, Interim Compensation and Lease Rejections.				
	Christopher W. Peer	0.40 hrs.	300.00 / hr	\$	120.00
12/10/2015	Discussion with Mr. Opincar re non-DIP and Sale motion.				
	Christopher W. Peer	0.50 hrs.	300.00 / hr	\$	150.00
12/23/2015	Review of filed Motion to Establish Claims Bar Date and Motion to Shorten Time to Respond to Same (.4).				
	John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
Fees for this matter				\$	690.00
Total current billing for this matter				\$	690.00

Official Committee of Unsecured Creditors of QSL of Medina, Inc.
Mr. Lawrence D. Campana, Chairperson
Campana Properties, Inc.
17859 Lake Road
Lakewood, OH 44107-1048

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For Services Performed Through December 31, 2015

Our Matter No: 20801-307

In re: QSL of Medina, Inc. - Cash Collateral/Financing

12/9/2015	Review current DIP order and DIP Motion (2.4); begin to outline responses and summary for Committee. (0.8).				
	Christopher W. Peer	3.20 hrs.	300.00 / hr	\$	960.00
12/9/2015	Negotiations with Debtors re: Financing.				
	Christopher W. Peer	0.50 hrs.	300.00 / hr	\$	150.00
12/10/2015	Review Proposed DIP Order (1.4); discuss comments with Mr. Polinko (0.8); prepare summary for Committee. (0.6).				
	Christopher W. Peer	2.80 hrs.	300.00 / hr	\$	840.00
12/10/2015	Prepare Limited Objection to DIP Financing Motion (3.2); discuss comments to same with Attorney Chris Peer and make revisions to Limited Objection to DIP Financing Motion (1.2).				
	John A. Polinko	4.40 hrs.	300.00 / hr	\$	1,320.00
12/11/2015	Revise response to DIP motion(1.2); conference call with Debtors counsel and Stalking Horse Bidder re: DIP financing; file response to DIP Motion (0.6).				
	Christopher W. Peer	1.80 hrs.	300.00 / hr	\$	540.00
12/11/2015	Finalize minimal revisions to Limited Objection to DIP Financing Motion to send same for filing with the Court (.4).				
	John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
12/12/2015	Discussions with Attorney Opincar re: DIP financing negotiations(0.6); update calls with Mr. Polinko, Mr. Cooke and BDO re: same (1.6).				
	Christopher W. Peer	2.20 hrs.	300.00 / hr	\$	660.00
12/13/2015	Review various emails re: final DIP order; respond to same.				
	Benjamin M. Cooke	0.50 hrs.	300.00 / hr	\$	150.00
12/13/2015	Review revisions to DIP Order from Debtors(0.7) draft and send comprehensive update to Committee professionals re: DIP and other related topics (1.4).				
	Christopher W. Peer	2.10 hrs.	300.00 / hr	\$	630.00
12/14/2015	Review Final DIP order and emails re: same.				
	Benjamin M. Cooke	0.60 hrs.	300.00 / hr	\$	180.00

Official Committee of Unsecured Creditors of QSL of Medina, Inc.
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12/14/2015	Review updated DIP Order and submit comments.				
	Christopher W. Peer	1.00 hrs.	300.00 / hr	\$	300.00
12/14/2015	Review of proposed, Final DIP Financing Order and revisions provided by counsel for Debtors (.5).				
	John A. Polinko	0.50 hrs.	300.00 / hr	\$	150.00
12/17/2015	Review various emails re: DIP budget and meetings with buyer's counsel (0.4).				
	Benjamin M. Cooke	0.40 hrs.	300.00 / hr	\$	120.00
12/17/2015	Review of DIP Financing Budget provided by Debtors' counsel and review of internal emails re: same (.3).				
	John A. Polinko	0.30 hrs.	300.00 / hr	\$	90.00
12/24/2015	Review of email from Debtors' counsel with attached, updated budget (.4).				
	John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
Fees for this matter				\$	6,330.00
Total current billing for this matter				\$	6,330.00

Official Committee of Unsecured Creditors of QSL of Medina, Inc.
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Campana Properties, Inc.
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For Services Performed Through December 31, 2015

Our Matter No: 20801-308

In re: QSL of Medina, Inc. - Claims Analysis and Administration

12/22/2015	Receive and review Proposed Motion to set Bar Date (0.8); correspond with Mr. Polinko re: bar date motion (0.2) .				
	Christopher W. Peer	1.00 hrs.	300.00 / hr	\$	300.00
12/22/2015	Review of email from Debtors' counsel and attached Claims Bar Date Motion; discuss same with Attorney Chris Peer (.6).				
	John A. Polinko	0.60 hrs.	300.00 / hr	\$	180.00

Fees for this matter	\$	480.00
Total current billing for this matter	\$	480.00

Official Committee of Unsecured Creditors of QSL of Medina, Inc.
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Campana Properties, Inc.
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For Services Performed Through December 31, 2015

Our Matter No: 20801-309

In re: QSL of Medina, Inc. - Creditor Communication

12/14/2015	Review of section 1102(b)(3) of the Bankruptcy Code re: access to information by all creditors with like claims to Committee members (.4); outline motion re: section 1102(b)(3) in anticipation of retaining third-party to host site with information available to creditors (1.2).	John A. Polinko	1.60 hrs.	300.00 / hr	\$	480.00
12/17/2015	Begin draft of Motion re: Establishment of Protocols for Dissemination of Information to Creditors (section 1102(b)(3)) and Protecting Confidential and Privileged Information (1.5).	John A. Polinko	1.50 hrs.	300.00 / hr	\$	450.00
12/18/2015	Respond to 4 creditors calls.	Christopher W. Peer	0.40 hrs.	300.00 / hr	\$	120.00
12/18/2015	Review Committee's procedure motion pursuant to section 1102 of the Bankruptcy Code.	Christopher W. Peer	0.50 hrs.	300.00 / hr	\$	150.00
12/18/2015	Finalize Motion re: Establishment of Protocols for Dissemination of Information to Creditors (section 1102(b)(3)) and Protecting Confidential and Privileged Information and forward same to Attorney Chris Peer (1.2).	John A. Polinko	1.20 hrs.	300.00 / hr	\$	360.00
12/21/2015	Review and revise letter to attach to Notice to Creditors re: 1102(b) Motion (.3); participate in brief call with counsel for Debtors to discuss use of KCC re: 1102(b) Motion (.2).	John A. Polinko	0.50 hrs.	300.00 / hr	\$	150.00
12/21/2015	Review and provide comments to Attorney Chris Peer re: communication with Committee Members concerning case update and 1102(b) Motion (.5).	John A. Polinko	0.50 hrs.	300.00 / hr	\$	150.00
12/23/2015	Finalize Motion re: section 1102(b)(3) and exhibits thereto for filing and prepare Notice of Motion and forward all for filing (1.2).	John A. Polinko	1.20 hrs.	300.00 / hr	\$	360.00

Official Committee of Unsecured Creditors of QSL of Medina, Inc.
Mr. Lawrence D. Campana, Chairperson
Campana Properties, Inc.
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Fees for this matter	\$	<u>2,220.00</u>
Total current billing for this matter	\$	2,220.00

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Mr. Lawrence D. Campana, Chairperson
Campana Properties, Inc.
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For Services Performed Through December 31, 2015

Our Matter No: 20801-310

In re: QSL of Medina, Inc. - WHP Retention/Fee Applications

12/9/2015	Drafting engagement letter for Committee.				
	Christopher W. Peer	0.30 hrs.	300.00 / hr	\$	90.00
12/10/2015	Review and revise WHP retention application.				
	Christopher W. Peer	1.00 hrs.	300.00 / hr	\$	300.00
12/10/2015	Continue working on draft of Retention Application of WHP and finalization of same (2.4); finalize Schedule 1 to Retention Application (.4); complete draft of Order Approving Retention Application of WHP (.6).				
	John A. Polinko	3.40 hrs.	300.00 / hr	\$	1,020.00
12/11/2015	Finalize Application to retain WHP and file same.				
	Christopher W. Peer	0.60 hrs.	300.00 / hr	\$	180.00
12/11/2015	Work with Dell Kelly on finalization of WHP Retention Application, revision of the proposed order thereupon, and filing with the Court (1.0); prepare Notice of Filing (.4).				
	John A. Polinko	1.40 hrs.	300.00 / hr	\$	420.00
Fees for this matter				\$	2,010.00
Total current billing for this matter				\$	2,010.00

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In re: QSL of Medina, Inc. - Schedules/Statement of Financial Affairs

12/29/2015	Review Motion for extension of time on Schedules.				
	Christopher W. Peer	0.20 hrs.	300.00 / hr	\$	60.00

12/31/2015	Review agenda for meeting with Mr. Lippert and Mr. Lane for BDO and forward same to Mr. Opincar.				
	Christopher W. Peer	1.10 hrs.	300.00 / hr	\$	330.00

Fees for this matter	\$	390.00
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Total current billing for this matter \$ 390.00

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Our Matter No: 20801-315
In re: QSL of Medina, Inc. - Travel

12/15/2015	Travel to and from Akron for DIP and other hearings.				
	Christopher W. Peer	2.00 hrs.	300.00 / hr	\$	600.00
12/15/2015	Travel to and from Akron Bankruptcy Court (2.0).				
	John A. Polinko	2.00 hrs.	300.00 / hr	\$	600.00

Fees for this matter	\$	1,200.00
Total current billing for this matter	\$	1,200.00

Official Committee of Unsecured Creditors of QSL of Medina, Inc.
Mr. Lawrence D. Campana, Chairperson
Campana Properties, Inc.
17859 Lake Road
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For Services Performed Through December 31, 2015

Our Matter No: 20801-316

In re: QSL of Medina, Inc. - Court Appearances

12/14/2015	Initial preparation for Omnibus hearing on 12/15.				
	Christopher W. Peer	0.50 hrs.	300.00 / hr	\$	150.00
12/15/2015	Prepare for DIP Hearing; attend hearings on DIP, Mastadon, Ordinary Course Professionals, Critical Vendor and status conference for Court.				
	Christopher W. Peer	2.00 hrs.	300.00 / hr	\$	600.00
12/15/2015	Appearance in Court for hearings on pending Motions; participate in discussions with Debtors' counsel prior to and after hearing.				
	John A. Polinko	2.00 hrs.	300.00 / hr	\$	600.00
					<hr/>
Fees for this matter				\$	1,350.00
Total current billing for this matter				\$	1,350.00

Official Committee of Unsecured Creditors of QSL of Medina, Inc.
Mr. Lawrence D. Campana, Chairperson
Campana Properties, Inc.
17859 Lake Road
Lakewood, OH 44107-1048

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For Services Performed Through December 31, 2015

Our Matter No: 20801-317

In re: QSL of Medina, Inc. - Lien Investigation

12/15/2015	Begin work in data room to conduct lien investigation.				
	Christopher W. Peer	0.40 hrs.	300.00 / hr	\$	120.00
12/16/2015	Initial legal review and analysis of Affidavit and Statement of Gregory R. Lippert in Support of Chapter 11 Petitions and First Day Pleadings; initial legal review and analysis of Debtors' Motion for Interim and Final Orders for Official Committee of Unsecured Creditors of QSL of Medina.				
	Anthony J. Cox	0.90 hrs.	185.00 / hr	\$	166.50
12/16/2015	Review of folders and data in lien data room; arrange access for Tony Cox.				
	Christopher W. Peer	0.60 hrs.	300.00 / hr	\$	180.00
12/17/2015	Conference with Attorney Peer and Cox re: lien investigation (0.3).				
	Benjamin M. Cooke	0.30 hrs.	300.00 / hr	\$	90.00
12/17/2015	Investigation into Debtors' loans. (0.8).				
	Anthony J. Cox	1.10 hrs.	170.00 / hr	\$	187.00
12/17/2015	Lien investigation(0.2); instructions to Tony Cox on how to begin and conduct lien investigation (0.6).				
	Christopher W. Peer	0.80 hrs.	300.00 / hr	\$	240.00
12/21/2015	Investigation into Debtors' loans. (1.0).				
	Anthony J. Cox	1.00 hrs.	170.00 / hr	\$	170.00
12/21/2015	Work on review of liens.				
	Christopher W. Peer	0.80 hrs.	300.00 / hr	\$	240.00
12/22/2015	Investigation into Debtors' loans. (5.2).				
	Anthony J. Cox	5.20 hrs.	170.00 / hr	\$	884.00
12/22/2015	Respond to Mr. Cox re: lien investigation(0.3); correspondence with Mr. Polinko and Mr. Kozel re: lack of information from Debtors (0.9).				
	Christopher W. Peer	1.20 hrs.	300.00 / hr	\$	360.00
12/23/2015	Investigation into Debtors' loans. (5.7).				

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	Anthony J. Cox	5.70 hrs.	170.00 / hr	\$	969.00
12/23/2015	Continue instruction to Mr. Cox on lien investigations.				
	Christopher W. Peer	0.50 hrs.	300.00 / hr	\$	150.00
12/28/2015	Investigation into Debtors' loans. (6.1).				
	Anthony J. Cox	6.10 hrs.	170.00 / hr	\$	1,037.00
12/28/2015	Review spreadsheet on liens from Mr. Cox.				
	Christopher W. Peer	0.20 hrs.	300.00 / hr	\$	60.00
12/29/2015	Investigation into Debtors' loans.(5.1).				
	Anthony J. Cox	5.20 hrs.	170.00 / hr	\$	884.00
12/30/2015	Investigation into Debtors' loans (1.8).				
	Anthony J. Cox	1.80 hrs.	170.00 / hr	\$	306.00
12/30/2015	Investigation into security interest of the Cortland Savings and Banking Company. (2.4).				
	Anthony J. Cox	1.90 hrs.	185.00 / hr	\$	351.50
12/30/2015	Continue review of lien information.				
	Christopher W. Peer	1.00 hrs.	300.00 / hr	\$	300.00
12/30/2015	Review of data compiled by Attorney Anthony Cox related to lien investigation (.3); participate in call with Attorney Anthony Cox re: same and discuss additional information to be reviewed (.4).				
	John A. Polinko	0.70 hrs.	300.00 / hr	\$	210.00
Fees for this matter				\$	<u>6,905.00</u>
REIMBURSABLE COSTS					
Copy Charges				\$	33.20
Total costs for this matter				\$	<u>33.20</u>
Total current billing for this matter				\$	6,938.20

Official Committee of Unsecured Creditors of QSL of Medina, Inc.
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Remittance Page

CLIENT SUMMARY

<u>Previous</u>	
BALANCE FROM PREVIOUS BILLING	0.00
<u>Current</u>	
FEES FOR PROFESSIONAL SERVICES	55,877.00
REIMBURSABLE COSTS	2,432.06
TOTAL CURRENT BILLING FOR THIS INVOICE	<u>58,309.06</u>
<u>Payments</u>	
LESS RETAINER / CREDIT BALANCE / PAYMENTS	<u>0.00</u>
PLEASE REMIT TOTAL BALANCE DUE	<u>58,309.06</u>

TERMS ■ NET 30 DAYS

The Ohio Supreme Court Disciplinary Rules provide that attorneys' fees are to be based upon the hours spent; the results obtained; the urgency of the matter; the experience, reputation and ability of the attorneys involved; and the novelty and difficulty of the issue involved. Our fees for all lawyers and paralegals are computed not solely based on hours spent and are in accordance with the Supreme Court rules. If you have any questions, please call us.

Thank you for entrusting us with your legal needs.

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Official Committee of Unsecured Creditors of QSL of Medina, Inc.
Mr. Lawrence D. Campana, Chairperson
Campana Properties, Inc.
17859 Lake Road
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Invoice 144074

For Services Performed Through January 31, 2016

Our Matter No: 20801-301

In re: QSL of Medina, Inc.

1/5/2016	Prepare minutes to Meeting of Creditors Committee of December 29 (0.8); review and respond to various emails re: court hearing (0.2).
Benjamin M. Cooke	1.00 hrs. 300.00 / hr \$ 300.00
1/5/2016	Prepare Agenda for 1/7 committee call (0.4); discussions with BDO re: topics and content for Committee meeting (0.8).
Christopher W. Peer	1.20 hrs. 300.00 / hr \$ 360.00
1/5/2016	Work on Minutes of the December 14, 2015 and December 17, 2015 Meetings of the Official Committee of Unsecured Creditors of QSL of Medina, Inc. .
Mary G. McCarty	2.40 hrs. 105.00 / hr \$ 252.00
1/6/2016	Complete minutes to committee meetings (0.7); review and respond to email re: committee meeting agenda; conference with Attorney Peer re: hearing (0.3).
Benjamin M. Cooke	1.00 hrs. 300.00 / hr \$ 300.00
1/6/2016	Review and revise Committee minutes for 12/14, 12/17 and 12/29 (1.4); revise agenda for 1/7 (0.2); draft and send materials and agenda to Committee for 1/7 call (0.8).
Christopher W. Peer	2.40 hrs. 300.00 / hr \$ 720.00
1/6/2016	Participate in internal conference with Attorney's Chris Peer and Ben Cooke to discuss, among other things, disposition of cases, sale process, and marketing efforts for Debtors' assets (1.2).
John A. Polinko	1.20 hrs. 300.00 / hr \$ 360.00
1/6/2016	Review of Monthly Operating Report (0.4) and subsequently discuss same with Attorney Chris Peer, specifically issue of consolidating all Debtors under one report (.7).

Official Committee of Unsecured Creditors of QSL of Medina, Inc.
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	John A. Polinko	1.10 hrs.	300.00 / hr	\$	330.00
1/6/2016	Review of email from counsel for Debtor and attached Notice of Cure Costs - Assumption (.3); participate in brief meeting with Chris Peer to discuss contents of Notice and potential inconsistencies (.3).				
	John A. Polinko	0.60 hrs.	300.00 / hr	\$	180.00
1/6/2016	Review of draft message to counsel for Debtors concerning Monthly Operating Reports and Budget and discuss discussion points with Attorney Chris Peer (.4); review of comments provided by BDO re: same (.2).				
	John A. Polinko	0.60 hrs.	300.00 / hr	\$	180.00
1/6/2016	Review of agenda and associated documents in anticipation of weekly Committee call scheduled for 1/7/16 (.4).				
	John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
1/6/2016	Work on Minutes for the December 14, December 17, and December 29 Committee Meetings re: QSL of Medina, Inc.				
	Mary G. McCarty	6.40 hrs.	105.00 / hr	\$	672.00
1/7/2016	Committee Meeting (1.3); Follow up call with BDO re: meeting results and tasks (0.4); prepare materials and communications for Committee Meeting (0.6).				
	Christopher W. Peer	2.30 hrs.	300.00 / hr	\$	690.00
1/7/2016	Participate in weekly conference call with Attorney Chris Peer and Committee Members; discuss, among other things, Bidding Procedures Hearing and filing of Debtors' Schedules and SOFA's (1.2).				
	John A. Polinko	1.20 hrs.	300.00 / hr	\$	360.00
1/7/2016	Attendance at meeting of the Official Committee of Unsecured Creditors of QSL of Medina, Inc. (1.3); work on Minutes of the January 7, 2016 Meeting of the Official Committee of Unsecured Creditors of QSL of Medina, Inc. (2.0).				
	Mary G. McCarty	3.30 hrs.	105.00 / hr	\$	346.50
1/11/2016	Begin consideration of agenda for 1/14/16 and begin draft of same (0.2); respond re: minutes for 1/7/16 - (0.2).				
	Christopher W. Peer	0.40 hrs.	300.00 / hr	\$	120.00
1/12/2016	Prepare agenda for 1/14/16 (0.5); communications with Scott Opincar re: MOR and other open issues (0.3); strategy discussions with BDO and John Polinko re: 341 inquiries (0.9).				
	Christopher W. Peer	1.70 hrs.	300.00 / hr	\$	510.00
1/12/2016	Participate in call with Attorney Chris Peer and representatives of BDO to discuss budget and MOR issues, in addition to preparation for 341 Meeting of Creditors (1.2).				

Official Committee of Unsecured Creditors of QSL of Medina, Inc.
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	John A. Polinko	1.20 hrs.	300.00 / hr	\$	360.00
1/12/2016	Continued work on the Meeting Minutes of the January 7, 2016 meeting of the Official Committee of Unsecured Creditors of QSL of Medina, Inc.				
	Mary G. McCarty	0.40 hrs.	105.00 / hr	\$	42.00
1/13/2016	Prepare documents for Committee Meeting (1.0); draft and send delivery email with Committee Call materials (0.6).				
	Christopher W. Peer	1.60 hrs.	300.00 / hr	\$	480.00
1/13/2016	Continued work on the January 7, 2016 Meeting Minutes re: Official Committee of Unsecured Creditors of QSL of Medina, Inc.				
	Mary G. McCarty	0.50 hrs.	105.00 / hr	\$	52.50
1/14/2016	Participate in conference call with Committee members (1.3) and review emails re: sale process (0.2).				
	Benjamin M. Cooke	1.50 hrs.	300.00 / hr	\$	450.00
1/14/2016	Prepare for Committee Update call (0.4); Weekly Committee Call (1.0).				
	Christopher W. Peer	1.40 hrs.	300.00 / hr	\$	420.00
1/14/2016	Attendance at meeting of the Official Committee of Unsecured Creditors of QSL of Medina, Inc.				
	Mary G. McCarty	1.10 hrs.	105.00 / hr	\$	115.50
1/15/2016	Review notes from Committee meeting(0.4); draft message to Mr. Opincar re: MORs, Budgets, and scheduling meetings for Committee and send same to Mr. Goddard, Mr. Polinko and Mr. Kozel for comment (0.5).				
	Christopher W. Peer	0.90 hrs.	300.00 / hr	\$	270.00
1/15/2016	Review and analysis of lien search results received from CT Corporation and preparation of chart re: same.				
	Mary G. McCarty	2.40 hrs.	105.00 / hr	\$	252.00
1/18/2016	Review notes re: Ray Joll and email with Committee members re: upcoming meetings.				
	Christopher W. Peer	0.60 hrs.	300.00 / hr	\$	180.00
1/18/2016	Prepare summary of franchisee meeting for distribution to Committee Members (1.0).				
	John A. Polinko	1.00 hrs.	300.00 / hr	\$	300.00
1/19/2016	Revise Committee meeting minutes re: Austintown ownership interests (0.2); review email correspondence to Committee members re: status of deal process (0.2); review email re: list of issues to discuss with Mastodon and comments to same.				
	Benjamin M. Cooke	0.50 hrs.	300.00 / hr	\$	150.00

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1/19/2016	Review and edit Agenda (0.4); prepare materials for delivery to Committee for Mastodon calls on Wednesday and Committee on Thursday (0.9).				
	Christopher W. Peer	1.30 hrs.	300.00 / hr	\$	390.00
1/19/2016	Review of summary agenda for upcoming Committee call (.4); review of email to BDO re: asset analysis and discuss same with Attorney Chris Peer (.4).				
	John A. Polinko	0.80 hrs.	300.00 / hr	\$	240.00
1/20/2016	Coordinate materials for call with Mastodon (0.3); finalize notes re: committee meeting on 10/21 (0.6).				
	Christopher W. Peer	0.90 hrs.	300.00 / hr	\$	270.00
1/21/2016	Participate in conference call with Committee members (1.0); conference call with BDO re: sale process and recommendations re: same; (0.2); conference with Attorneys Peer and Polinko re: same (0.3) initial review of TA SEC filings re: recent acquisitions and results of financial operations (1.0).				
	Benjamin M. Cooke	2.50 hrs.	300.00 / hr	\$	750.00
1/21/2016	Committee Meeting call (1.2); review notes from meeting and follow up with Mr. Kozel re: communication to Debtors counsel (0.4); Draft email to Mr. Opincar re: new and open issues (0.7); Conference with Mr. Kazcka re: open issues and missing documents (0.4).				
	Christopher W. Peer	2.70 hrs.	300.00 / hr	\$	810.00
1/21/2016	Attendance at meeting of Official Committee of Unsecured Creditors of QSL of Medina, Inc.				
	Mary G. McCarty	1.20 hrs.	105.00 / hr	\$	126.00
1/22/2016	Conference with Mr. Opincar re: Debtors' responses to open questions (0.4); update committee re: same (0.2).				
	Christopher W. Peer	0.60 hrs.	300.00 / hr	\$	180.00
1/26/2016	Review monthly operating report (0.5); continued review of TA SEC filings re: closed acquisitions and growth strategy (0.5).				
	Benjamin M. Cooke	1.00 hrs.	300.00 / hr	\$	300.00
1/26/2016	Draft Committee Meeting Agenda and circulate to BDO and WHP for comments (0.6); collect documents to share with Committee for meeting (0.7); review message from Mr. Joll declining invitation to present to Committee (0.2); deliver committee materials to committee (0.1).				
	Christopher W. Peer	1.60 hrs.	300.00 / hr	\$	480.00
1/26/2016	Receive and initial review of insurance policies.				
	Christopher W. Peer	0.60 hrs.	300.00 / hr	\$	180.00
1/26/2016	Preparation of the January 21, 2016 Meeting Minutes for the Official Committee of				

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	Unsecured Creditors of QSL of Medina, Inc.			
	Mary G. McCarty	4.60 hrs.	105.00 / hr	\$ 483.00
1/28/2016	Prepare for and participate in conference call with committee (1.5).			
	Benjamin M. Cooke	1.50 hrs.	300.00 / hr	\$ 450.00
1/28/2016	Committee Meeting (including update to Mr. Bettcher following) (0.9); review notes and draft email memorandum to Debtors addressing multiple Committee issues (0.5).			
	Christopher W. Peer	1.40 hrs.	300.00 / hr	\$ 420.00
1/28/2016	Review of rolling budget provided by Attorney Scott Opincar (.3).			
	John A. Polinko	0.30 hrs.	300.00 / hr	\$ 90.00
1/28/2016	Participate in weekly Committee update call (.6); participate in follow-up discussion with Attorney's Chris Peer and Ben Cooke (.3).			
	John A. Polinko	0.90 hrs.	300.00 / hr	\$ 270.00
1/28/2016	Receipt and review of report from Chicago Title re: Sharon, Pennsylvania QSL properties.			
	Mary G. McCarty	0.70 hrs.	105.00 / hr	\$ 73.50
1/29/2016	Research regarding F. Higgins and TA acquisition (0.5); call with Attorney Bechert in Bowling Green KY re: transaction and committee inquiry (0.5).			
	Benjamin M. Cooke	1.00 hrs.	300.00 / hr	\$ 300.00
1/29/2016	Draft and send message to Mr. Opincar re: open items and inquiries needing response.			
	Christopher W. Peer	0.30 hrs.	300.00 / hr	\$ 90.00
1/31/2016	Review insurance policies of QSL and circulate initial comments to BDO and WHP teams.			
	Christopher W. Peer	0.50 hrs.	300.00 / hr	\$ 150.00
Fees for this matter				<hr/> \$ 14,925.00
REIMBURSABLE COSTS				
	Computerized Legal Research			\$ 155.34
	Copy Charges			\$ 490.50
1/5/2016	Travel Expense - 1/5/16 Attend Hearing at United States Bankruptcy Court, Akron, Ohio.			\$ 59.44

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1/7/2016	SpeakSpace, LLC - 12/29/15, Conference Calling Service with Messrs. Campana, Bettcher, Harman, Goddard, Kozel, and McNiel.	\$	32.14
1/7/2016	SpeakSpace, LLC - 12/10/15 Conference Calling Service.	\$	9.21
1/7/2016	SpeakSpace, LLC - 12/10/15 Conference Calling Service.	\$	14.61
1/7/2016	SpeakSpace, LLC - 12/17/15 Conference Calling Service with QSL Committee.	\$	14.55
1/29/2016	CT Lien Solutions - Invoice for QSL Companies Lien Searches, Invoice#02419824.	\$	9,979.30
1/29/2016	Chicago Title Insurance Company - Invoices for title Searches for 5 Locations.	\$	1,350.00
Total costs for this matter		\$	<u>12,105.09</u>
Total current billing for this matter		\$	27,030.09

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Our Matter No: 20801-302

In re: QSL of Medina, Inc. - Use/Sale/Lease of Asset

1/4/2016	Review disclosure schedules to APA and data room materials related to same (1.4); review second amendment to asset purchase agreement and corresponding (1.0) purchase price allocations; conference with Attorney Peer re: same (1.0); conference call with L. Campana re: same; review various email re: bidding procedures and objections to same.	Benjamin M. Cooke	3.40 hrs.	300.00 / hr	\$	1,020.00
1/4/2016	Review Sale Procedures Order and supplementary documents from Debtors (0.9); Discuss sale procedures with Committee and Committee professionals (0.6); draft and circulate comments to Sales Procedures materials (1.4) - 2.9.	Christopher W. Peer	2.90 hrs.	300.00 / hr	\$	870.00
1/5/2016	Prepare presentation of Committee's views and positions for Sale Procedures Hearing.	Christopher W. Peer	2.50 hrs.	300.00 / hr	\$	750.00
1/5/2016	Meeting with Debtors, BDO and Mastodon to discuss financials and sale.	Christopher W. Peer	1.30 hrs.	300.00 / hr	\$	390.00
1/5/2016	Participate in meeting following hearing with Attorney Chris Peer, Debtors' counsel, representative of Mastadon, Mr. John Lane, and representatives of BDO, USA to discuss Debtors' operations and marketing strategy for Debtors' assets (1.2).	John A. Polinko	1.20 hrs.	300.00 / hr	\$	360.00
1/6/2016	Review Cure Notice and discuss revisions to same with Mr. Kazcka.	Christopher W. Peer	0.50 hrs.	300.00 / hr	\$	150.00
1/7/2016	Participate in conference call with Committee members (0.5); conference call with BDO and conference with Attorneys Peer and Polinko re: same (0.3); review BDO list of potential bidders (0.2).	Benjamin M. Cooke	1.00 hrs.	300.00 / hr	\$	300.00
1/7/2016	Review Austintown considerations (0.5); Review BDO prospect list and suggest additions (0.7).	Christopher W. Peer	1.20 hrs.	300.00 / hr	\$	360.00
1/8/2016	Review second amendment to APA re: Austintown interests (0.5); review Austintown JV and real estate operating agreements (1.2); review other data room documentation re: management of Austintown interests (0.3).					

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	Benjamin M. Cooke	2.00 hrs.	300.00 / hr	\$	600.00
1/11/2016	Review email response from counsel re: MOR and ongoing budget issues (0.2).				
	Benjamin M. Cooke	0.20 hrs.	300.00 / hr	\$	60.00
1/12/2016	Conference with Attorney Peer re: Austintown JV interests (0.3); review and respond to emails re: sale process with BDO and TA (0.4); review email update from Attorney Peer re: deal process and Austintown (0.1).				
	Benjamin M. Cooke	0.80 hrs.	300.00 / hr	\$	240.00
1/13/2016	Initial review of CIM (1.0).				
	Benjamin M. Cooke	1.00 hrs.	300.00 / hr	\$	300.00
1/13/2016	Begin review of CIM.				
	Christopher W. Peer	0.90 hrs.	300.00 / hr	\$	270.00
1/14/2016	Complete review of CIM and conference with Attorney Peer re: same (1.0).				
	Benjamin M. Cooke	1.00 hrs.	300.00 / hr	\$	300.00
1/14/2016	Continued review of CIM (0.6); conference with Debtors counsel re: comments to CIM from Committee (0.4).				
	Christopher W. Peer	1.00 hrs.	300.00 / hr	\$	300.00
1/14/2016	Receive update re: meeting with Franchisees.				
	Christopher W. Peer	0.40 hrs.	300.00 / hr	\$	120.00
1/14/2016	Prepare for meeting with counsel for Debtors, representatives of TravelCenters and franchisee representatives (1.1); Participate in meeting with counsel for Debtors, representatives of TravelCenters and franchisee representatives (2.0); provide summary of meeting to Attorney Chris Peer and discuss next steps given information provided at meeting (.5).				
	John A. Polinko	3.60 hrs.	300.00 / hr	\$	1,080.00
1/15/2016	Review draft correspondence to debtors counsel re: outstanding committee concerns; provide comments to same.				
	Benjamin M. Cooke	0.20 hrs.	300.00 / hr	\$	60.00
1/18/2016	Coordinate rescheduling of sales update call with Mastodon.				
	Christopher W. Peer	0.80 hrs.	300.00 / hr	\$	240.00
1/20/2016	Review Mastodon marketing tracker document and provide comments to same (0.5); review BDO listing of potential marketing contacts and emails related to same (0.3); call with J. Le Sage re: sales process (0.2); conference with Attorney Peer re: sales process and substantive consolidation (0.4); review BOD reports re: sales process (0.6).				

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	Benjamin M. Cooke	2.00 hrs.	300.00 / hr	\$	600.00
1/20/2016	Committee meeting with Mastodon to update sales efforts (0.7); strategy meeting with BDO to discuss sales strategy points, including support mechanisms to work with Mastodon (1.1).				
	Christopher W. Peer	1.80 hrs.	300.00 / hr	\$	540.00
1/20/2016	Meet with BDO professionals and Attorney Chris Peer to discuss sale of Debtors' assets (.6); participate in call with same and professionals at Mastodon Ventures to discuss sale process and marketing of assets (.5); participate in follow-up discussion with BDO professionals to discuss results of conversation with Mastodon Ventures and next steps (.6).				
	John A. Polinko	1.70 hrs.	300.00 / hr	\$	510.00
1/21/2016	Review budget report and emails re: same (0.5); review various TA acquisition agreements and lease agreements re: recent closed transactions (0.5).				
	Benjamin M. Cooke	1.00 hrs.	300.00 / hr	\$	300.00
1/21/2016	Research re: sale process and sale options for Committee to consider and present.				
	Christopher W. Peer	1.00 hrs.	300.00 / hr	\$	300.00
1/21/2016	Review of email from Attorney Chris Peer re: follow-up with Debtors' counsel on sale efforts and discuss same with Attorney Chris Peer (.5); review of emails from BDO re: comments to email and additional follow-up (.3).				
	John A. Polinko	0.80 hrs.	300.00 / hr	\$	240.00
1/22/2016	Review TA Form S-3 as filed with SEC re: acquisitions and growth strategy (0.5); review email re: update on Mastodon sales process and confer with Attorney Peer re: same (0.2).				
	Benjamin M. Cooke	0.70 hrs.	300.00 / hr	\$	210.00
1/22/2016	Review notes and comments from BDO meeting with Mastodon (0.5); respond to sales strategy questions from Mr. Goddard (0.4).				
	Christopher W. Peer	0.90 hrs.	300.00 / hr	\$	270.00
1/22/2016	Review of email from BDO summarizing call with Mastodon and progress of sale efforts and discuss same with Attorney Chris Peer (.4).				
	John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
1/25/2016	Review marketing reports and tracker from Mastodon (0.2); participate in conference call with Mastodon re: sale process update (0.8).				
	Benjamin M. Cooke	1.00 hrs.	300.00 / hr	\$	300.00
1/25/2016	Conference call with Mastodon Ventures to update sale process (0.5); review of materials in advance of call (0.2).				

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	Christopher W. Peer	0.70 hrs.	300.00 / hr	\$	210.00
1/26/2016	Respond to BDO re: sale prospects.				
	Christopher W. Peer	0.20 hrs.	300.00 / hr	\$	60.00
1/27/2016	Discussions with BDO re: sales process and Mastodon approaches.				
	Christopher W. Peer	0.50 hrs.	300.00 / hr	\$	150.00
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Fees for this matter				\$	11,580.00
Total current billing for this matter				\$	11,580.00

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Our Matter No: 20801-304

In re: QSL of Medina, Inc. - OTM Proposed Retention/Fee Application

1/14/2016 Review invoices for BDO and WHP and circulate same to UST, Debtors, and TA.

Christopher W. Peer	0.60 hrs.	300.00 / hr	\$	180.00
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Fees for this matter	\$	180.00
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Total current billing for this matter	\$	180.00
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Our Matter No: 20801-305

In re: QSL of Medina, Inc. - Miscellaneous Motions

1/15/2016	Receive and begin review of KEIP request from Debtors. .				
	Christopher W. Peer	0.50 hrs.	300.00 / hr	\$	150.00
1/18/2016	Review Key Employee Incentive Plan and confer fence with Attorney Peer re: same; review and respond to emails re: deal timing.				
	Benjamin M. Cooke	0.50 hrs.	300.00 / hr	\$	150.00
1/18/2016	Second review of KEIP Motion and circulate comments to BDO and committee.				
	Christopher W. Peer	0.70 hrs.	300.00 / hr	\$	210.00
1/25/2016	Review revisions to Key Employee Incentive Plan and comments to same (0.3).				
	Benjamin M. Cooke	0.30 hrs.	300.00 / hr	\$	90.00
1/25/2016	Review and revise Key Employee Incentive Program and motion re: same.				
	Christopher W. Peer	1.20 hrs.	300.00 / hr	\$	360.00
Fees for this matter				\$	960.00
Total current billing for this matter				\$	960.00

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Our Matter No: 20801-307
In re: QSL of Medina, Inc. - Cash Collateral/Financing

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Our Matter No: 20801-309

In re: QSL of Medina, Inc. - Creditor Communication

1/11/2016	Respond to Mr. Fisher re: creditor concerns (0.2); review KCC materials for website (0.3).				
	Christopher W. Peer	0.50 hrs.	300.00 / hr	\$	150.00
1/11/2016	Work on collection of documents to provide to KCC for posting on Committee webpage (1.4); prepare lead-in language for webpage and work on revision and finalization of Committee Chair letter to all creditors (1.2); review and respond to multiple emails from representative at KCC on establishment of webpage and documents to be posted (1.0).				
	John A. Polinko	3.60 hrs.	300.00 / hr	\$	1,080.00
1/12/2016	Respond to Creditors, including Matt Fisher for Carrollton location (closed).				
	Christopher W. Peer	0.80 hrs.	300.00 / hr	\$	240.00
1/13/2016	Review committee website and add data to same.				
	Christopher W. Peer	0.90 hrs.	300.00 / hr	\$	270.00
1/13/2016	Review update re: 341 Meeting.				
	Christopher W. Peer	0.60 hrs.	300.00 / hr	\$	180.00
1/13/2016	Attendance at 341 Meeting of Creditors (1.2); participate in discussion with parties at 341 Meeting of Creditors and counsel for Debtors following 341 Meeting of Creditors (.5); participate in discussion with parties at 341 Meeting of Creditors to discuss disposition of case, sale of Debtors' assets and concerns of certain creditors related to disposition of assets and steps following sale, should it be closed (.7); discuss 341 Meeting of Creditors with Attorney Chris Peer (.4).				
	John A. Polinko	2.80 hrs.	300.00 / hr	\$	840.00
1/22/2016	Respond to multiple creditor inquiries.				
	Christopher W. Peer	0.20 hrs.	300.00 / hr	\$	60.00

Fees for this matter	\$	2,820.00
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Total current billing for this matter	\$	2,820.00
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Our Matter No: 20801-310
In re: QSL of Medina, Inc. - WHP Retention/Fee Applications

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Our Matter No: 20801-313

In re: QSL of Medina, Inc. - Schedules/Statement of Financial Affairs

1/11/2016	Review schedules and materials re: 341 meeting, and submit comments to Mr. Kozel and Mr. Polinko re: same.				
	Christopher W. Peer	1.30 hrs.	300.00 / hr	\$	390.00
1/11/2016	Conduct initial review of Debtors' Schedules and SOFA's in anticipation of 341 Meeting of Creditors (2.2).				
	John A. Polinko	2.20 hrs.	300.00 / hr	\$	660.00
1/12/2016	Finish review of Debtors' Schedules and SOFA's in preparation for 341 Meeting of Creditors (1.3).				
	John A. Polinko	1.30 hrs.	300.00 / hr	\$	390.00
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Fees for this matter				\$	1,440.00
Total current billing for this matter				\$	1,440.00

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1/6/2016	Review of November Monthly Operating Report and budgets (0.6); discuss same with Mr. Goddard (0.4).			
Christopher W. Peer	1.00 hrs.	300.00 / hr	\$	300.00
				<hr/>
	Fees for this matter		\$	300.00
	Total current billing for this matter		\$	300.00

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Our Matter No: 20801-315

In re: QSL of Medina, Inc. - Travel

1/5/2016	Travel to and from Akron Bankruptcy Court.				
	Christopher W. Peer	2.00 hrs.	300.00 / hr	\$	600.00
1/5/2016	Travel to and from US Bankruptcy Court in Akron, Ohio (2.2).				
	John A. Polinko	2.20 hrs.	300.00 / hr	\$	660.00
1/13/2016	Travel to and from Akron, Ohio, for attendance at 341 Meeting of Creditors (1.2).				
	John A. Polinko	1.20 hrs.	300.00 / hr	\$	360.00
1/14/2016	Travel to and from meeting with counsel for Debtors, representatives of TravelCenters and franchisee representatives (.8).				
	John A. Polinko	0.80 hrs.	300.00 / hr	\$	240.00
1/20/2016	Travel to and from Avon to BDO Cleveland offices.				
	Christopher W. Peer	1.10 hrs.	300.00 / hr	\$	330.00
Fees for this matter				\$	2,190.00
Total current billing for this matter				\$	2,190.00

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Our Matter No: 20801-316

In re: QSL of Medina, Inc. - Court Appearances

1/5/2016	Sale Procedures hearing.				
	Christopher W. Peer	1.00 hrs.	300.00 / hr	\$	300.00
1/5/2016	Review relevant proposed orders prior to hearing and appear in Court for hearing on Bar Date Motion, in addition to Sale Procedures Motion (1.7).				
	John A. Polinko	1.70 hrs.	300.00 / hr	\$	510.00

Fees for this matter	\$	810.00
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Total current billing for this matter	\$	810.00
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Our Matter No: 20801-317

In re: QSL of Medina, Inc. - Lien Investigation

1/4/2016	Investigation into the security interest of Wells Fargo Bank, NA (1.0 hour); investigation into the security interest of Cortland Savings and Banking Company (2.1 hours).				
	Anthony J. Cox	2.20 hrs.	185.00 / hr	\$	407.00
1/4/2016	Review of loan documentation and UCC report; continue lien investigation (2.5).				
	John A. Polinko	2.50 hrs.	300.00 / hr	\$	750.00
1/5/2016	Investigation into the security interest of Cortland Savings and Banking Company. (3.1 hours).				
	Anthony J. Cox	3.10 hrs.	185.00 / hr	\$	573.50
1/5/2016	Research states of organization to instruct Ms. McCarty re: UCC updates. .				
	Christopher W. Peer	0.40 hrs.	300.00 / hr	\$	120.00
1/6/2016	Investigation into the security interest of Cortland Savings and Banking Company. (4.3 hours).				
	Anthony J. Cox	4.30 hrs.	185.00 / hr	\$	795.50
1/6/2016	UCC research and UCC ordering instruction to Ms. McCarty.				
	Christopher W. Peer	1.40 hrs.	300.00 / hr	\$	420.00
1/7/2016	Continue review of loan documents and lien investigation (1.3).				
	John A. Polinko	1.30 hrs.	300.00 / hr	\$	390.00
1/7/2016	Discussion with Ms. Cuschleg of CT Corporation re: UCC, Federal Tax lien, State Tax lien, Judgment lien, and Fixture Filing searches for QSL companies; discussions with Ms. Greene of Chicago Title re: lien searches for real property located in Medina, Ohio, Springfield, Illinois, and Sharon, Pennsylvania.				
	Mary G. McCarty	4.40 hrs.	105.00 / hr	\$	462.00
1/8/2016	Continue review of loan documents and lien investigation (2.5).				
	John A. Polinko	2.50 hrs.	300.00 / hr	\$	750.00
1/8/2016	Work on chart re: lien search results for QSL entities.				
	Mary G. McCarty	0.40 hrs.	105.00 / hr	\$	42.00
1/12/2016	Continue review of loan documents and lien investigation (1.1).				

Official Committee of Unsecured Creditors of QSL of Medina, Inc.
 Mr. Lawrence D. Campana, Chairperson
 Campana Properties, Inc.
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	John A. Polinko	1.10 hrs.	300.00 / hr	\$	330.00
1/13/2016	Investigate Wells Fargo Collateral and value.				
	Christopher W. Peer	0.90 hrs.	300.00 / hr	\$	270.00
1/13/2016	Continue work on lien investigation, with specific attention to certain issues raised at 341 Meeting of Creditors (2.5).				
	John A. Polinko	2.50 hrs.	300.00 / hr	\$	750.00
1/14/2016	Continue work on lien investigation and discuss current results with Attorney Chris Peer (1.5).				
	John A. Polinko	1.50 hrs.	300.00 / hr	\$	450.00
1/15/2016	Review email summary from Attorney Peer re: lien investigation results.				
	Benjamin M. Cooke	0.20 hrs.	300.00 / hr	\$	60.00
1/15/2016	Review UCC filings and collateral position of loans (4.3); compose summary collateral understanding spreadsheet (0.8).				
	Christopher W. Peer	5.10 hrs.	300.00 / hr	\$	1,530.00
1/15/2016	Continue work on lien investigation (4.2).				
	John A. Polinko	4.20 hrs.	300.00 / hr	\$	1,260.00
1/15/2016	Review and analysis of real property search results for QSL of Medina Realty, Inc. and QSL of Springfield Realty, Inc; preparation of Minutes of the January 14 Meeting of the Official Committee of Unsecured Creditors of QSL of Medina, Inc.				
	Mary G. McCarty	4.00 hrs.	105.00 / hr	\$	420.00
1/18/2016	Review loan documents comprising Wells, UC and Courtland loans in furtherance of lien investigation (2.8); Diligence and research re: issues found with collateral for loans (1.6).				
	Christopher W. Peer	4.40 hrs.	300.00 / hr	\$	1,320.00
1/18/2016	Work on lien investigation and results of internal review and review of documents prepared re: same (1.8).				
	John A. Polinko	1.80 hrs.	300.00 / hr	\$	540.00
1/18/2016	Review of UCC filings in Ohio and West Virginia re: liens filed by United Capital Business Lending re: QSL of Plano, QSL of Vermillion, and QSL of Wheeling; continued work on Minutes of the January 14 Meeting of the Official Committee of Unsecured Creditors of QSL of Medina, Inc.				
	Mary G. McCarty	3.90 hrs.	105.00 / hr	\$	409.50
1/19/2016	Review of collateral analysis (1.0).				
	Anthony J. Cox	1.00 hrs.	185.00 / hr	\$	185.00

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1/19/2016	Review collateral analysis (1.0); prepare materials and strategy for lien strategy meeting with BDO on 1/20/16 (1.8).				
	Christopher W. Peer	2.80 hrs.	300.00 / hr	\$	840.00
1/19/2016	Conclude designated portion of lien investigation and provide results to Attorney Chris Peer for inclusion in summary prepared (3.5).				
	John A. Polinko	3.50 hrs.	300.00 / hr	\$	1,050.00
1/19/2016	Research into docket for Circuit Court for Baltimore County, Maryland for case information for case numbers 03CI500178; 03CI5001784; and 03CI5001786 for Confessions of Judgment against QSL entities.				
	D. Susan Kershaw	0.90 hrs.	105.00 / hr	\$	94.50
1/19/2016	Continued work on the January 14, 2016 Meeting Minutes of the Official Committee of Unsecured Creditors of QSL of Medina, Inc; email to Adair Krieger of Chicago Title re: Sharon, Pennsylvania title searches.				
	Mary G. McCarty	0.40 hrs.	105.00 / hr	\$	42.00
1/20/2016	Meeting with BDO to discuss lien review progress and strategies in resolving lien issues, including need to build comprehensive case waterfall to address concerns about value of collateral.				
	Christopher W. Peer	2.80 hrs.	300.00 / hr	\$	840.00
1/20/2016	Meet with professionals at BDO and Attorney Chris Peer to discuss results of lien investigation and potential impact on the sale of Debtors' assets (2.8).				
	John A. Polinko	2.80 hrs.	300.00 / hr	\$	840.00
1/21/2016	Research re: Medina loans and missing documents (0.6); research re: abandonment (1.0); strategy consideration for approaching lender counsel (0.2).				
	Christopher W. Peer	1.80 hrs.	300.00 / hr	\$	540.00
1/21/2016	Continue work on lien investigation in follow-up to meeting with BDO professionals (2.0); conduct brief research re: perfection of security (.4).				
	John A. Polinko	2.40 hrs.	300.00 / hr	\$	720.00
1/22/2016	Review Medina loan documents.				
	Christopher W. Peer	1.20 hrs.	300.00 / hr	\$	360.00
1/22/2016	Review of email to and from counsel for Debtors' re: need for loan documentation related to specific lender (.2); review of email and attachments from Debtors' counsel with requested loan documentation (.1); review of loan documentation received and discuss same with Attorney Chris Peer (1.2); participate in further discussion with Attorney Chris Peer re: next steps in lien investigation (.4); conduct additional review pursuant to conversation with Attorney Chris Peer (1.7).				
	John A. Polinko	3.60 hrs.	300.00 / hr	\$	1,080.00

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1/25/2016	Research re: abandonment.				
	Christopher W. Peer	0.50 hrs.	300.00 / hr	\$	150.00
1/25/2016	Work on open issues as a result of lien investigation and discuss same with Attorney Chris Peer (3.0).				
	John A. Polinko	3.00 hrs.	300.00 / hr	\$	900.00
1/26/2016	Review real estate title records for Medina and Springfield (0.5); compile notes and begin draft of points to discuss with each lender (1.1).				
	Christopher W. Peer	1.60 hrs.	300.00 / hr	\$	480.00
1/27/2016	Continued review of Cortland loans re: Medina.				
	Christopher W. Peer	0.70 hrs.	300.00 / hr	\$	210.00
1/27/2016	Participate in discuss with Attorney Chris Peer re: results of lien investigation, upcoming deadline to challenge and next step strategy (.5); review of specific loan documentation in relation to discussion with Attorney Chris Peer (1.6).				
	John A. Polinko	2.10 hrs.	300.00 / hr	\$	630.00
1/28/2016	Review leases and issues on abandonment (1.1); review lien challenges and draft memorandum re: strategy points (1.8); Discussion with Mr. Kozel re: status of valuation efforts (0.6).				
	Christopher W. Peer	3.50 hrs.	300.00 / hr	\$	1,050.00
1/28/2016	Continue review of loan documentation and participate in internal discussion with Attorney Chris Peer (1.0); review of emails re: terminated leases and abandonment (.2); review of abandonment issue and research liability of landlord and debtor (.6); review of lien investigation summary (.4); research issue of sufficiency of collateral description in security agreement and financing statement (.7).				
	John A. Polinko	2.90 hrs.	300.00 / hr	\$	870.00
1/29/2016	Update lien strategy (0.2); calls to lenders to discuss extension of time due to lack of information and open issues that may or may not be resolved without challenge (0.8).				
	Christopher W. Peer	1.00 hrs.	300.00 / hr	\$	300.00
1/29/2016	Review of documents re: Scott's Buffalo Wings in anticipation of call with counsel for Scott's Buffalo Wings (.6); participate in call with counsel to discuss proposed stipulation and prepare and send email re: same (.5); review of lien summary in anticipation of further calls (.8); review of Medina loan documentation and discuss same with Attorney Chris Peer (.7); conduct research re: perfection of security interests (.8).				
	John A. Polinko	3.40 hrs.	300.00 / hr	\$	1,020.00
1/31/2016	Review lien research re: abandonment.				
	Christopher W. Peer	0.20 hrs.	300.00 / hr	\$	60.00

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Fees for this matter	\$	<u>24,311.00</u>
Total current billing for this matter	\$	24,311.00

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Remittance Page

INVOICE SUMMARY

Current

FEES FOR PROFESSIONAL SERVICES	60,266.00
REIMBURSABLE COSTS	<u>12,105.09</u>
PLEASE REMIT BALANCE DUE THIS INVOICE	72,371.09

TERMS

NET 30 DAYS

The Ohio Supreme Court Disciplinary Rules provide that attorneys' fees are to be based upon the hours spent; the results obtained; the urgency of the matter; the experience, reputation and ability of the attorneys involved; and the novelty and difficulty of the issue involved. Our fees for all lawyers and paralegals are computed not solely based on hours spent and are in accordance with the Supreme Court rules. If you have any questions, please call us.

Thank you for entrusting us with your legal needs.

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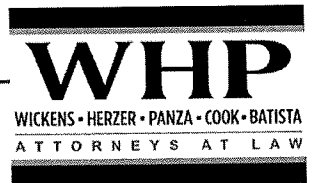
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For Services Performed Through February 29, 2016

Our Matter No: 20801-301

In re: QSL of Medina, Inc.

2/1/2016	Draft and send message to Mr. Opincar re: remaining operational and data issues and requests (0.3); initial agenda draft for 2/4/16 meeting (0;1).				
	Christopher W. Peer	0.40 hrs.	300.00 / hr	\$	120.00
2/1/2016	Review of agenda for Committee for weekly call (.4).				
	John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
2/3/2016	Review and revise Minutes from 1/28 call (0.7); draft and circulate documents and data for call on 2/4 (0.5).				
	Christopher W. Peer	1.20 hrs.	300.00 / hr	\$	360.00
2/3/2016	Preparation of Minutes of the January 28, 2016 Meeting of the Official Committee of Unsecured Creditors of QSL of Medina, Inc.				
	Mary G. McCarty	2.50 hrs.	105.00 / hr	\$	262.50
2/4/2016	Participate in conference call with Creditor's Committee members and BDO (1.0).				
	Benjamin M. Cooke	1.00 hrs.	300.00 / hr	\$	300.00
2/4/2016	Prepare for Committee conference call (0.5); hold and chair committee call (0.9).				
	Christopher W. Peer	1.40 hrs.	300.00 / hr	\$	420.00
2/4/2016	Participate in weekly Committee update call (.6); participate in brief discussion with Attorney's Chris Peer and Ben Cooke following Committee call (.2).				
	John A. Polinko	0.80 hrs.	300.00 / hr	\$	240.00
2/4/2016	Attendance at meeting of the Official Committee of Unsecured Creditors of QSL of Medina, Inc. (0.8); work on Minutes of the February 4, 2016 Meeting (0.4).				

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	Mary G. McCarty	1.20 hrs.	105.00 / hr	\$	126.00
2/5/2016	Review email and attachment from Debtors' counsel re: pre-filing non-binding letters of intent and discuss same with Attorney Chris Peer (.7).				
	John A. Polinko	0.70 hrs.	300.00 / hr	\$	210.00
2/8/2016	Review and revise draft minutes for 2/4 (0.4); draft and circulate draft agenda for 2/11 (0.6).				
	Christopher W. Peer	1.00 hrs.	300.00 / hr	\$	300.00
2/8/2016	Review of multiple emails re: proposed meeting with Stalking Horse and strategy on questions to be addressed and inquiries to be made (.3); review of email and attachments re: CIM and budget (.3).				
	John A. Polinko	0.60 hrs.	300.00 / hr	\$	180.00
2/8/2016	Preparation of Minutes of the February 4, 2016 Meeting of the Official Committee of Unsecured Creditors of QSL of Medina, Inc.				
	Mary G. McCarty	4.20 hrs.	105.00 / hr	\$	441.00
2/9/2016	Finalize and forward agenda for 2/11/16 committee call.				
	Christopher W. Peer	0.20 hrs.	300.00 / hr	\$	60.00
2/9/2016	Review of agenda for weekly call with Committee and discuss inclusions thereto (.4).				
	John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
2/10/2016	Receive updated data for committee call and deliver same to committee.				
	Christopher W. Peer	0.30 hrs.	300.00 / hr	\$	90.00
2/10/2016	Participate in discussion re: creditor inquiry on Proofs of Claim and forward requisite documents (.3).				
	John A. Polinko	0.30 hrs.	300.00 / hr	\$	90.00
2/11/2016	Participate in conference call with committee members and BDO re: various issues (1.0); review questions to be submitted to TA and emails from counsel re: same (0.2).				
	Benjamin M. Cooke	1.20 hrs.	300.00 / hr	\$	360.00
2/11/2016	Committee Call (0.9); call with Mr. Opincar and Mr. Kazcka re: open topics and update (0.6); revise agenda for committee call (0.2).				
	Christopher W. Peer	1.70 hrs.	300.00 / hr	\$	510.00
2/11/2016	Attendance at meeting of the Official Committee of Unsecured Creditors of QSL of Medina, Inc. (1.0); work on preparation of Minutes (1.4).				
	Mary G. McCarty	2.40 hrs.	105.00 / hr	\$	252.00
2/12/2016	Review comments from Debtors counsel; contact Debtors counsel re: APA question.				

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	Christopher W. Peer	0.70 hrs.	300.00 / hr	\$	210.00
2/14/2016	Draft and send update communication to Committee re: Cortland and Stipulations filed on 2/12/16.				
	Christopher W. Peer	0.40 hrs.	300.00 / hr	\$	120.00
2/16/2016	Review and revise minutes for 2/11 meeting (0.7); draft initial agenda for 2/18 meeting. (0.4).				
	Christopher W. Peer	1.10 hrs.	300.00 / hr	\$	330.00
2/16/2016	Review of agenda for weekly Committee call and provide comments to Attorney Chris Peer (.3).				
	John A. Polinko	0.30 hrs.	300.00 / hr	\$	90.00
2/16/2016	Work on the Minutes of the February 11, 2016 Meeting of the Official Committee of Unsecured Creditors of QSL of Medina, Inc.				
	Mary G. McCarty	3.20 hrs.	105.00 / hr	\$	336.00
2/17/2016	Circulate materials for 2/18 committee meeting.				
	Christopher W. Peer	0.60 hrs.	300.00 / hr	\$	180.00
2/17/2016	Review of summary email to Committee, including attachments, in preparation for Committee call (.4).				
	John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
2/18/2016	Review updated DIP budget and related email correspondence (0.2); participate in conference call with Committee members (1.0); discussion with Attorney Polinko re: status of franchise agreements (0.1).				
	Benjamin M. Cooke	1.30 hrs.	300.00 / hr	\$	390.00
2/18/2016	Prepare for Weekly committee call (0.7); hold and chair committee call (1.1).				
	Christopher W. Peer	1.80 hrs.	300.00 / hr	\$	540.00
2/18/2016	Participate in weekly conference call with Committee with Attorney's Chris Peer and Ben Cooke (1.0).				
	John A. Polinko	1.00 hrs.	300.00 / hr	\$	300.00
2/18/2016	Preparation for and attendance at meeting of the Official Committee of Unsecured Creditors of QSL of Medina, Inc.				
	Mary G. McCarty	1.20 hrs.	105.00 / hr	\$	126.00
2/19/2016	Participate in call with counsel for lender to discuss submission of Proof of Claim, forms provided by Debtors and form presented on KCC website (.3); email to counsel re: provision of form used by Debtors, as opposed to official form and forward same to KCC (.3).				

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	John A. Polinko	0.60 hrs.	300.00 / hr	\$	180.00
2/22/2016	Review notes and prepare materials for Committee call (0.7); discussion with Committee chair (0.4).				
	Christopher W. Peer	1.10 hrs.	300.00 / hr	\$	330.00
2/22/2016	Conference call with Debtors' counsel on myriad open issues in cases, including Austintown, APA assets, waterfall, recent motions, lien investigation, among others (0.6); discussion with Attorney Polinko to consider strategy. (0.4).				
	Christopher W. Peer	1.00 hrs.	300.00 / hr	\$	300.00
2/22/2016	Participate in conference call with counsel for Debtors and Attorney Chris Peer to discuss outstanding issues and pending motions (.6); review of draft Committee agenda for upcoming Committee call and discuss with Attorney Chris Peer (.3).				
	John A. Polinko	0.90 hrs.	300.00 / hr	\$	270.00
2/22/2016	Preparation of the February 18, 2016 Meeting Minutes for the Official Committee of Unsecured Creditors of QSL of Medina, Inc.				
	Mary G. McCarty	2.50 hrs.	105.00 / hr	\$	262.50
2/23/2016	Prepare materials for delivery to Committee (0.6); deliver same to Committee (0.3).				
	Christopher W. Peer	0.90 hrs.	300.00 / hr	\$	270.00
2/23/2016	Review of email to Committee with attachments for weekly Committee call (.3); review of Operating Report filed by Debtors (.4).				
	John A. Polinko	0.70 hrs.	300.00 / hr	\$	210.00
2/25/2016	Participate in conference call with committee members (1.0); review weekly operating report (0.2); review email correspondence between Attorney Peer and BDO re: budget reports.				
	Benjamin M. Cooke	1.50 hrs.	300.00 / hr	\$	450.00
2/25/2016	Committee meeting (1.0); review budget and prepare for Committee Meeting (0.9).				
	Christopher W. Peer	1.90 hrs.	300.00 / hr	\$	570.00
2/25/2016	Participate in weekly Committee call to discuss case disposition (.7).				
	John A. Polinko	0.70 hrs.	300.00 / hr	\$	210.00
2/25/2016	Review of email from Debtors' counsel and rolling budget (.4).				
	John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
2/25/2016	Attendance at meeting of the Official Committee of Unsecured Creditors of QSL of Medina, Inc; (0.7); work on Meeting Minutes (0.7).				
	Mary G. McCarty	1.40 hrs.	105.00 / hr	\$	147.00

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2/26/2016	Participate in call with counsel for franchisee re: filing of Proof of Claim (.3); review of emails from KCC re: same (.1).				
	John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
2/26/2016	Preparation of Minutes of the February 25, 2016 Meeting of the Official Committee of Unsecured Creditors of QSL of Medina, Inc.				
	Mary G. McCarty	2.80 hrs.	105.00 / hr	\$	294.00
2/29/2016	Draft agenda for 3/3/16 call and circulate to Professionals.				
	Christopher W. Peer	0.50 hrs.	300.00 / hr	\$	150.00
2/29/2016	Review of agenda items for weekly Committee call (.3).				
	John A. Polinko	0.30 hrs.	300.00 / hr	\$	90.00
2/29/2016	Continued work on the February 25, 2016 Meeting Minutes of the Official Committee of Unsecured Creditors of QSL of Medina, Inc.				
	Mary G. McCarty	0.30 hrs.	105.00 / hr	\$	31.50
	Fees for this matter			\$	11,308.50
	REIMBURSABLE COSTS				
	Computerized Legal Research			\$	184.88
	Copy Charges			\$	66.30
	Postage Charges			\$	6.90
2/7/2016	SpeakSpace, LLC - Conference Calling Service 1/7/16 Regarding Qsl Weekly Committee Call.			\$	4.34
2/7/2016	SpeakSpace, LLC - Conference Calling Services for 1/14/16 Regarding Qsl Weekly Committee Call.			\$	15.03
2/7/2016	SpeakSpace, LLC - Conference Calling Service for 1/21/16 Regarding Qsl Weekly Committee Call.			\$	18.74
2/7/2016	SpeakSpace, LLC - Conference Calling Services for 1/28/16 Regarding Qsl Weekly Committee Call.			\$	8.83
2/23/2016	FirstMerit Bank - 2/9/16 Cashier's Check.			\$	20.00
	Total costs for this matter			\$	325.02

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Total current billing for this matter \$ 11,633.52

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For Services Performed Through February 29, 2016

Our Matter No: 20801-302

In re: QSL of Medina, Inc. - Use/Sale/Lease of Asset

2/1/2016	Review updated Mastodon marketing tracker (0.2); participate in conference call with Mastodaon re: marketing process (0.6); conference with Attorney Peer re: same (0.2).				
	Benjamin M. Cooke	1.00 hrs.	300.00 / hr	\$	300.00
2/1/2016	Mastodon update call (0.6); discussion with Mr. Kozel re: BDO efforts to get bidder interest (0.4).				
	Christopher W. Peer	1.00 hrs.	300.00 / hr	\$	300.00
2/1/2016	Review of email and marketing tracker forwarded by Mastodon (.4).				
	John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
2/2/2016	Call with S. Bachert re: TA acquisition and request to address the committee (0.4); conference with Attorney Polinko re: lien investigation and sales process (0.2).				
	Benjamin M. Cooke	0.60 hrs.	300.00 / hr	\$	180.00
2/5/2016	Review pre-petition LOIs re: QSL acquisition and provide comments to same (0.7); conference with Attorney Peer re: lien challenge and relation to sale closing (0.3).				
	Benjamin M. Cooke	1.00 hrs.	300.00 / hr	\$	300.00
2/5/2016	Respond to inquiry re: sale progress.				
	Christopher W. Peer	0.20 hrs.	300.00 / hr	\$	60.00
2/5/2016	Review of email from BDO and attached spreadsheet thereto re: preliminary valuation of assets/collateral (.8).				
	John A. Polinko	0.80 hrs.	300.00 / hr	\$	240.00
2/8/2016	Participate in conference call with R. Hersch from Mastodon re: sales process (0.5); follow up call with BDO re: valuation analysis (0.5).				
	Benjamin M. Cooke	1.00 hrs.	300.00 / hr	\$	300.00
2/8/2016	Mastodon update call.				
	Christopher W. Peer	0.80 hrs.	300.00 / hr	\$	240.00
2/8/2016	Review of email and attached marketing tracker forwarded by Mastodon and briefly discuss same with Attorney Chris Peer (.5).				
	John A. Polinko	0.50 hrs.	300.00 / hr	\$	150.00

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2/10/2016	Review of revised Collateral Analysis worksheet prepared by BDO and discuss same with Attorney Chris Peer (.5); participate in conference call with Attorney Chris Peer and BDO to discuss Collateral Analysis (.6).				
	John A. Polinko	1.10 hrs.	300.00 / hr	\$	330.00
2/11/2016	Respond to inquiries from committee and BDO re: APA provisions.				
	Christopher W. Peer	0.50 hrs.	300.00 / hr	\$	150.00
2/12/2016	Review APA for comments on excluded assets and discuss same with BDO.				
	Christopher W. Peer	0.50 hrs.	300.00 / hr	\$	150.00
2/15/2016	Review APA and discuss same with BDO re: purchase price analysis. .				
	Christopher W. Peer	0.60 hrs.	300.00 / hr	\$	180.00
2/15/2016	Review of Marketing Tracker forwarded by Mastodon (.3).				
	John A. Polinko	0.30 hrs.	300.00 / hr	\$	90.00
2/16/2016	Review APA regarding excluded assets and AR (0.3); review updated marketing tracker from Mastodon (0.3); participate in conference call with Mastodon and BDO re: updated marketing efforts (0.5).				
	Benjamin M. Cooke	1.10 hrs.	300.00 / hr	\$	330.00
2/16/2016	Review notes from call with Mastodon.				
	Christopher W. Peer	0.30 hrs.	300.00 / hr	\$	90.00
2/16/2016	Participate in conference call with Mastodon, Attorney Ben Cooke and BDO to discuss sale process (.6); review of email from BDO with comments concerning the conference call (.1).				
	John A. Polinko	0.70 hrs.	300.00 / hr	\$	210.00
2/19/2016	Review emails from BDO and others re: sale efforts.				
	Christopher W. Peer	0.80 hrs.	300.00 / hr	\$	240.00
2/22/2016	Review marketing tracker from Mastodon (0.2); participate in conference call with Mastodon re: sales process (0.5); conference with Attorney Peer re: status of deal points and sales transaction (0.3).				
	Benjamin M. Cooke	1.00 hrs.	300.00 / hr	\$	300.00
2/22/2016	Call with Mastodon (0.6); and prepare for same (0.5); review sale issues internally (0.7).				
	Christopher W. Peer	1.80 hrs.	300.00 / hr	\$	540.00
2/22/2016	Review of latest Marketing Tracker and briefly discuss with Attorney Chris Peer (.4).				
	John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
2/29/2016	Mastodon call to update on sale process.				

Official Committee of Unsecured Creditors of QSL of Medina, Inc.
Mr. Lawrence D. Campana, Chairperson
Campana Properties, Inc.
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	Christopher W. Peer	0.50 hrs.	300.00 / hr	\$	150.00
2/29/2016	Participate in conference with Attorney's Chris Peer and Ben Cooke and BDO to discuss potential waterfall of proceeds (1.0); participate in follow-up discussion with Attorney's Chris Peer and Ben Cooke to discuss next steps and information to be provided to Committee (.6); review of marketing update forwarded by Mastodon (.4); initial review of spreadsheets prepared by BDO re: waterfall, same as discussed on conference, as updated (.5).				
	John A. Polinko	2.50 hrs.	300.00 / hr	\$	750.00
Fees for this matter				\$	5,820.00
Total current billing for this matter				\$	5,820.00

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Campana Properties, Inc.
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For Services Performed Through February 29, 2016

Our Matter No: 20801-305

In re: QSL of Medina, Inc. - Miscellaneous Motions

2/5/2016	Review of Motion to Continue Payment of Certain Obligations to Franchisees filed by Debtors and briefly discuss same with Attorney Chris Peer (.5); review of Key Employee Incentive Plan Motion filed by Debtors (.4).				
	John A. Polinko	0.90 hrs.	300.00 / hr	\$	270.00
2/8/2016	Review of multiple emails from Attorney Chris Peer to BDO discussing Motion to Pay Certain Obligations (rebates and giftcards) and briefly discuss same with Attorney Chris Peer (.4).				
	John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
2/20/2016	Review Stay relief motion and hearing schedules.				
	Christopher W. Peer	0.50 hrs.	300.00 / hr	\$	150.00
2/22/2016	Review Ally Stay Relief Motion.				
	Christopher W. Peer	0.30 hrs.	300.00 / hr	\$	90.00
2/22/2016	Review of Debtors' Motion to Extend Exclusivity and discuss same with Attorney Chris Peer (.4).				
	John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
2/25/2016	Review materials re: Consumer Ombudsman.				
	Christopher W. Peer	0.80 hrs.	300.00 / hr	\$	240.00
2/26/2016	Review ombudsman order and respond to Mr. Rippey re: same.				
	Christopher W. Peer	0.30 hrs.	300.00 / hr	\$	90.00
2/26/2016	Review of Privacy Ombudsman Motion and proposed Order (.4).				
	John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
2/29/2016	Review Cure objections of First parties to file.				
	Christopher W. Peer	0.20 hrs.	300.00 / hr	\$	60.00
2/29/2016	Review of objection filed by Miria Systems, Inc. to proposed cure costs (.3); review of Order Directing Appointment of Consumer Privacy Ombudsman (.2); review of Declaration filed by Debtors in Support of KEIP Motion (.3).				
	John A. Polinko	0.80 hrs.	300.00 / hr	\$	240.00

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Fees for this matter	\$	<u>1,500.00</u>
Total current billing for this matter	\$	1,500.00

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For Services Performed Through February 29, 2016

Our Matter No: 20801-307

In re: QSL of Medina, Inc. - Cash Collateral/Financing

2/5/2016	Review of email and attachment from Debtors' counsel re: rolling cash budget and discuss same internally (.5).				
	John A. Polinko	0.50 hrs.	300.00 / hr	\$	150.00
2/10/2016	Review of email and attachment from Debtors' counsel re: current rolling budget (.2).				
	John A. Polinko	0.20 hrs.	300.00 / hr	\$	60.00
2/18/2016	Review of email and attached rolling budget and variance report forwarded by Debtors' counsel (.4).				
	John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
					<hr/>
Fees for this matter				\$	330.00
Total current billing for this matter				\$	330.00

Official Committee of Unsecured Creditors of QSL of Medina, Inc.
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Campana Properties, Inc.
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For Services Performed Through February 29, 2016

Our Matter No: 20801-308

In re: QSL of Medina, Inc. - Claims Analysis and Administration

2/18/2016	Review materials on payment waterfall and discuss same with Mr. Kozel and Mr. Polinko.				
	Christopher W. Peer	1.00 hrs.	300.00 / hr	\$	300.00
2/18/2016	Participate in conference call with Attorney Chris Peer and BDO to discuss projected waterfall and financial analysis (.8).				
	John A. Polinko	0.80 hrs.	300.00 / hr	\$	240.00
2/22/2016	Research re: development of waterfall and discussions re: same.				
	Christopher W. Peer	0.40 hrs.	300.00 / hr	\$	120.00
2/23/2016	Conference with Mr. Kozel re: issues on Claims Waterfall and presentation points.				
	Christopher W. Peer	0.90 hrs.	300.00 / hr	\$	270.00
2/25/2016	Conference with Mr. Kozel re: claims waterfall analysis. .				
	Christopher W. Peer	0.30 hrs.	300.00 / hr	\$	90.00
2/26/2016	Conference call with Mr. Kozel re: claims waterfall and review notes and goals re: same. .				
	Christopher W. Peer	0.70 hrs.	300.00 / hr	\$	210.00
2/29/2016	Review Mastodon marketing tracker (0.2) and participate in call with Mastodon re: sales process update (0.5); conference with Attorney Peer re: same (0.3); participate in conference call with BDO re: purchase price projections and analysis (1.5).				
	Benjamin M. Cooke	2.50 hrs.	300.00 / hr	\$	750.00
2/29/2016	Review BDO purchase price, claims analysis and claims waterfall with BDO.				
	Christopher W. Peer	2.10 hrs.	300.00 / hr	\$	630.00

Fees for this matter	\$	2,610.00
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Total current billing for this matter	\$	2,610.00
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Official Committee of Unsecured Creditors of QSL of Medina, Inc.
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Our Matter No: 20801-309

In re: QSL of Medina, Inc. - Creditor Communication

2/1/2016	Forward documents to KCC for posting on Committee's dedicated website.				
	John A. Polinko	0.30 hrs.	300.00 / hr	\$	90.00
2/9/2016	Respond to inquiries from creditors re: filing of Proofs of Claim and advise on information available on KCC website (.4).				
	John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
2/10/2016	Respond to multiple creditors re: recent filings (cure notice and claim notice).				
	Christopher W. Peer	0.60 hrs.	300.00 / hr	\$	180.00
2/12/2016	Discussion with creditor PLUR, Inc.				
	Christopher W. Peer	0.40 hrs.	300.00 / hr	\$	120.00
2/17/2016	Review messages from Vermilion Port Authority.				
	Christopher W. Peer	0.20 hrs.	300.00 / hr	\$	60.00
2/18/2016	Return calls to creditors, including Vermilion Port Authority.				
	Christopher W. Peer	0.30 hrs.	300.00 / hr	\$	90.00
				<hr/>	
Fees for this matter				\$	660.00
Total current billing for this matter				\$	660.00

Official Committee of Unsecured Creditors of QSL of Medina, Inc.
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For Services Performed Through February 29, 2016

Our Matter No: 20801-310

In re: QSL of Medina, Inc. - WHP Retention/Fee Applications

2/12/2016 Finalize and circulate Fee Invoices for January 2016 for WHP and BDO.

Christopher W. Peer	0.20 hrs.	300.00 / hr	\$	60.00
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Fees for this matter	\$	60.00
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Total current billing for this matter	\$	60.00
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Our Matter No: 20801-312

In re: QSL of Medina, Inc. - Automatic Stay

2/22/2016 Review of Motion for Relief from Stay, and attachments, filed by Ally Financial and discuss same with Attorney Chris Peer (.4).

John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
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Fees for this matter	\$	<u>120.00</u>
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Total current billing for this matter	\$	120.00
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Official Committee of Unsecured Creditors of QSL of Medina, Inc.
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Campana Properties, Inc.
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For Services Performed Through February 29, 2016

Our Matter No: 20801-317

In re: QSL of Medina, Inc. - Lien Investigation

2/1/2016	Conference call with Mr Mangan re: UC loans (0.6); prepare for and hold strategy call with Mr. Polinko and Mr. Kozel re: lien investigation and value (1.6).				
	Christopher W. Peer	2.20 hrs.	300.00 / hr	\$	660.00
2/1/2016	Participate in call with lender's counsel re: Stipulation to Extend deadline to file challenges (.5); participate in internal discussion with Attorney Chris Peer re: same (.4); review of emails and attachments from BDO re: values of particular properties and discuss same with Attorney Chris Peer (.5); work on outline of potential complaints (.6).				
	John A. Polinko	1.90 hrs.	300.00 / hr	\$	570.00
2/2/2016	Research Ohio law re: existence of security interest in business assets and specific description of business assets.				
	Christopher A. Gray	1.00 hrs.	215.00 / hr	\$	215.00
2/2/2016	Review NDOhio case law re: deficient grants of security.				
	Christopher W. Peer	0.80 hrs.	300.00 / hr	\$	240.00
2/2/2016	Conduct research re: attachment of security and forward information to Attorney Chris Peer (1.5); review and respond to email from Attorney Chris Peer re: same (.1); follow-up with counsel re: potential stipulation to Challenge Period (.2); review of documents related to mortgage on real property and related security (1.2).				
	John A. Polinko	2.90 hrs.	300.00 / hr	\$	870.00
2/3/2016	Conference call with Mr. Kozel and Mr. Polinko re: lien investigation and valuation of collateral.				
	Christopher W. Peer	0.70 hrs.	300.00 / hr	\$	210.00
2/3/2016	Reach out to counsel for lender re: secured claim (.1); prepare and revise proposed Stipulation re: extent ion of Challenge Period (.5); participate in call with Attorney Chris Peer and BDO to discuss BDO's asset research and moving forward (.8); review specific loan documents related to mortgage and alleged security interest (1.2); review of appraisal information provided by Debtors' counsel (.2).				
	John A. Polinko	2.80 hrs.	300.00 / hr	\$	840.00
2/4/2016	Research re: Medina and Lakewood loans (0.4); discussions with Mr. Polinko and Mr. Kozel re: value analysis (0.4).				
	Christopher W. Peer	0.80 hrs.	300.00 / hr	\$	240.00

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2/4/2016	Continue follow-up on current results to lien investigation (.8); review and revise proposed Stipulation to be circulated (.3); participate in brief discussion with Attorney Chris Peer re: same (.3).				
	John A. Polinko	1.40 hrs.	300.00 / hr	\$	420.00
2/5/2016	Conference calls re: status of value analysis from BDO (1.1); strategy discussion with Mr. Polinko re: complaints to be drafted and filed if no stipulation (0.5); revise stipulation to extend time and send to lenders' counsel (1.4).				
	Christopher W. Peer	3.00 hrs.	300.00 / hr	\$	900.00
2/5/2016	Review of draft Stipulation re: extension of deadline to challenge lender's claims and discuss same with Attorney Chris Peer (.4); review of and respond to multiple emails re: same between WHP and BDO concerning request for agreement on Stipulation (.6).				
	John A. Polinko	1.00 hrs.	300.00 / hr	\$	300.00
2/8/2016	Negotiations of extension of time with Cortland and Farmers (0.8); review value/lien analysis update and send comments to Mr. Goddard (0.8).				
	Christopher W. Peer	1.60 hrs.	300.00 / hr	\$	480.00
2/8/2016	Continue work on complaints challenging extent of alleged liens on Debtors' assets required in the event agreement re: extension is not reached with secured creditors (2.9); discuss with counsel for secured creditors entry of a stipulation re: same (.5); participate in discuss with Attorney Chris Peer re: likelihood of stipulation and progress on draft complaints (.6).				
	John A. Polinko	4.00 hrs.	300.00 / hr	\$	1,200.00
2/9/2016	Conference call with Ms. Gazda re: Farmers position on extension of Challenge Period.				
	Christopher W. Peer	0.90 hrs.	300.00 / hr	\$	270.00
2/9/2016	Continue work on complaints challenging extent of alleged liens on Debtors' assets (2.6); participate in discussions with parties and Attorney Chris Peer re: entry of agreed stipulation extending deadline to challenge liens and their extent (1.2); review of documentation forwarded by counsel for certain lenders (.7).				
	John A. Polinko	4.50 hrs.	300.00 / hr	\$	1,350.00
2/10/2016	Review updated documents from Wells Fargo (1.8); negotiate stipulated time extension with Wells, Cortland and United Bank (1.1).				
	Christopher W. Peer	2.90 hrs.	300.00 / hr	\$	870.00
2/10/2016	Conduct research re: extent of liens and valuation concerns (1.1); finalize draft of complaints to challenged extent and value of liens with respect to two secured creditors in which stipulation has not been agreed (2.8).				
	John A. Polinko	3.90 hrs.	300.00 / hr	\$	1,170.00
2/11/2016	Revise Stipulation and send to each lenders counsel (1.2); negotiations on stipulation with UC (1.0); negotiations on stipulation with Cortland (0.9).				

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	Christopher W. Peer	3.10 hrs.	300.00 / hr	\$	930.00
2/11/2016	Review and comment on Cortland Complaint.				
	Christopher W. Peer	0.50 hrs.	300.00 / hr	\$	150.00
2/11/2016	Continue work on finalization of complaints challenging extent of alleged liens on Debtors' assets required in the event two remaining secured creditors do not agree to extension (1.6); review research re: extent of liens and valuation (.8); participate in discussion with Attorney Chris Peer re: potential filing of complaints and revision to stipulation (.8).				
	John A. Polinko	3.20 hrs.	300.00 / hr	\$	960.00
2/12/2016	Final negotiations on stipulations with Farmers, UC and Scotts (0.9); negotiations on stipulation to extend time with Cortland (0.5); review complaint to be filed against Cortland (1.0); Discussions with BDO re: valuation efforts (0.3).				
	Christopher W. Peer	2.70 hrs.	300.00 / hr	\$	810.00
2/12/2016	Finalize and prepare for filing complaint against Cortland re: extent and valuation of liens (1.8); participate in internal discussions re: filing of complaint (.6); work with agreeing parties on finalization of stipulation and internally with filing of same (1.3); participate in discussion with Attorney Chris Peer re: service of summons and complaint and timing of same (.4); work with Delly Kelly on actual filing of Stipulation and Complaint (1.0).				
	John A. Polinko	5.10 hrs.	300.00 / hr	\$	1,530.00
2/14/2016	Review of email from Attorney Chris Peer to Committee re: filed Stipulation and Complaint (.2); review Court docket (.1).				
	John A. Polinko	0.30 hrs.	300.00 / hr	\$	90.00
2/22/2016	Work with Delly Kelly re: service of Complaint and Pretrial Order on counsel for Cortland (.5).				
	John A. Polinko	0.50 hrs.	300.00 / hr	\$	150.00
2/26/2016	Participate in call with counsel for Cortland to discuss stipulation and extension of answer deadline (.3); review and respond to several emails from Attorney Chris Peer re: same (.4).				
	John A. Polinko	0.70 hrs.	300.00 / hr	\$	210.00
Fees for this matter				\$	15,635.00
Total current billing for this matter				\$	15,635.00

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For Services Performed Through February 29, 2016

Our Matter No: 20801-318

In re: QSL of Medina, Inc. - Litigation/Advisory Proceeding

2/12/2016 Electronically file Complaint, Civil Cover Sheet and Summons in the United States
Bankruptcy Court, Northern District of Ohio.

Docket	0.20 hrs.	60.00 / hr	\$	12.00
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Fees for this matter	\$	<u>12.00</u>
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Total current billing for this matter	\$	12.00
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Official Committee of Unsecured Creditors of QSL of Medina, Inc.
Mr. Lawrence D. Campana, Chairperson
Campana Properties, Inc.
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INVOICE SUMMARY

Current

FEES FOR PROFESSIONAL SERVICES	38,055.50
REIMBURSABLE COSTS	<u>325.02</u>
PLEASE REMIT BALANCE DUE THIS INVOICE	38,380.52

TERMS

NET 30 DAYS

The Ohio Supreme Court Disciplinary Rules provide that attorneys' fees are to be based upon the hours spent; the results obtained; the urgency of the matter; the experience, reputation and ability of the attorneys involved; and the novelty and difficulty of the issue involved. Our fees for all lawyers and paralegals are computed not solely based on hours spent and are in accordance with the Supreme Court rules. If you have any questions, please call us.

Thank you for entrusting us with your legal needs.

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Official Committee of Unsecured Creditors of QSL of Medina, Inc.
Mr. Lawrence D. Campana, Chairperson
Campana Properties, Inc.
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For Services Performed Through March 31, 2016

Our Matter No: 20801-301
In re: QSL of Medina, Inc.

3/1/2016	Review and revise agenda for Committee call (0.5); Discussions with team re: obstacles to sale and committee considerations (0.8).				
	Christopher W. Peer	1.30 hrs.	300.00 / hr	\$	390.00
3/2/2016	Prepare for committee meeting (0.8); review message from Mr. Opincar and respond re: same and waterfall (0.4).				
	Christopher W. Peer	1.20 hrs.	300.00 / hr	\$	360.00
3/2/2016	Review of email from Attorney Chris Peer and attachments thereto re: weekly Committee call (.7).				
	John A. Polinko	0.70 hrs.	300.00 / hr	\$	210.00
3/3/2016	Participate in conference call with committee members re: status of matter (1.2); review revised budget and comments to same (0.2); review updated lien investigation analysis (0.1).				
	Benjamin M. Cooke	1.50 hrs.	300.00 / hr	\$	450.00
3/3/2016	Committee Meeting to discuss secured lender analysis (1.4); prepare notes for Meeting on 3/3 (0.5).				
	Christopher W. Peer	1.90 hrs.	300.00 / hr	\$	570.00
3/3/2016	Participate in portion of weekly conference call with Committee (.5); participate in call with counsel for lender re: inquiries on Proof of Claim process and establishment of claims register (.4).				
	John A. Polinko	0.90 hrs.	300.00 / hr	\$	270.00
3/3/2016	Attendance at meeting of the Official Committee of Unsecured Creditors of QSL of Medina, Inc. (0.8); work on Minutes (0.7).				

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	Mary G. McCarty	1.50 hrs.	105.00 / hr	\$	157.50
3/4/2016	Conference with Mr. Opincar, Mr. Kazcka and Mr. Polinko re: Austintown, franchisee relations and sale updates (0.7); update BDO re: same (0.5).				
	Christopher W. Peer	1.20 hrs.	300.00 / hr	\$	360.00
3/4/2016	Participate in call with Attorney Chris Peer and counsel for Debtors (.5); participate in follow-up discussion with Attorney Chris Peer to discuss topics discussed on conference call (.5).				
	John A. Polinko	1.00 hrs.	300.00 / hr	\$	300.00
3/6/2016	Committee agenda review (.5).				
	John A. Polinko	0.50 hrs.	300.00 / hr	\$	150.00
3/7/2016	Revisions to Agenda for call and update on case matters (0.5).				
	Christopher W. Peer	0.50 hrs.	300.00 / hr	\$	150.00
3/7/2016	Respond to inquiries re: filing of Proofs of Claim (.6).				
	John A. Polinko	0.60 hrs.	300.00 / hr	\$	180.00
3/8/2016	Update and revise agenda for committee call (0.5); coordinate change in committee call time to address meeting with Debtors (0.7).				
	Christopher W. Peer	1.20 hrs.	300.00 / hr	\$	360.00
3/8/2016	Review of email and attachments to Committee re: agenda for call and questions for Stalking Horse bidder (.4).				
	John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
3/8/2016	Work on the March 3, 2016 Meeting Minutes for the Official Committee of Unsecured Creditors of QSL of Medina, Inc.				
	Mary G. McCarty	4.30 hrs.	105.00 / hr	\$	451.50
3/9/2016	Continued work on the March 3, 2016 Meeting Minutes for the Official Committee of Unsecured Creditors of QSL of Medina, Inc. (0.5).				
	Mary G. McCarty	0.50 hrs.	105.00 / hr	\$	52.50
3/10/2016	Update committee on meeting with Debtors (0.7); committee call (1.0).				
	Christopher W. Peer	1.70 hrs.	300.00 / hr	\$	510.00
3/10/2016	Prepare for and participate in weekly conference call with Committee (1.0); participate in follow-up discussion with Attorneys Chris Peer and Ben Cooke (.2).				
	John A. Polinko	1.20 hrs.	300.00 / hr	\$	360.00
3/10/2016	Preparation for and attendance at meeting of the Official Committee of Unsecured Creditors of QSL of Medina, Inc. (4.7).				

Official Committee of Unsecured Creditors of QSL of Medina, Inc.
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	Mary G. McCarty	4.70 hrs.	105.00 / hr	\$	493.50
3/11/2016	Continued work on Minutes of the March 10, 2016 meeting of the Official Committee of Unsecured Creditors of QSL of Medina, Inc. (1.2).				
	Mary G. McCarty	1.20 hrs.	105.00 / hr	\$	126.00
3/13/2016	Agenda for committee meeting on 3/17.				
	Christopher W. Peer	0.20 hrs.	300.00 / hr	\$	60.00
3/14/2016	Review various emails from Attorney Peer re: secured lender negotiations and responses to same (0.3); conference with Attorney Peer re: same (0.2).				
	Benjamin M. Cooke	0.50 hrs.	300.00 / hr	\$	150.00
3/14/2016	Revise agenda for committee call on 3/17 (0.4).				
	Christopher W. Peer	0.40 hrs.	300.00 / hr	\$	120.00
3/14/2016	Continued work on Minutes for the March 10, 2016 meeting of the Official Committee of Unsecured Creditors of QSL of Medina, Inc. (2.6).				
	Mary G. McCarty	2.60 hrs.	105.00 / hr	\$	273.00
3/15/2016	Update and revise meeting agenda for 3/17 (0.4); prepare materials for Committee review and consideration (0.5).				
	Christopher W. Peer	0.90 hrs.	300.00 / hr	\$	270.00
3/15/2016	Continued work on Minutes of the March 10, 2016 meeting of the Official Committee of Unsecured Creditors of QSL of Medina, Inc. (0.6).				
	Mary G. McCarty	0.60 hrs.	105.00 / hr	\$	63.00
3/16/2016	Review and revise agenda for committee call (0.9); coordinate change in time for call on 3/17 (0.6); communications with Jim Millar and Scott Opincar re: sale and other open topics (0.7).				
	Christopher W. Peer	2.20 hrs.	300.00 / hr	\$	660.00
3/16/2016	Review of documents and information in preparation for weekly Committee call (.5).				
	John A. Polinko	0.50 hrs.	300.00 / hr	\$	150.00
3/17/2016	Participate in conference call with Committee members re: sale process and other case items (1.3); conference with Attorneys Peer and Polinko re: same (0.2).				
	Benjamin M. Cooke	1.50 hrs.	300.00 / hr	\$	450.00
3/17/2016	Prepare for Committee Meeting (0.5); hold and chair committee meeting (1.1).				
	Christopher W. Peer	1.60 hrs.	300.00 / hr	\$	480.00
3/17/2016	Preparation for and attendance at meeting of the Official Committee of Unsecured Creditors of QSL of Medina, Inc. (1.0); research re: Wells Fargo Bank, N.A. v Lube Holdings, Inc. et al. (0.3); work on Minutes of the March 17, 2016 meeting (3.4).				

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	Mary G. McCarty	4.70 hrs.	105.00 / hr	\$	493.50
3/18/2016	Draft and send email update to Committee re: sale progress and claims settlement progress (0.5).				
	Christopher W. Peer	0.50 hrs.	300.00 / hr	\$	150.00
3/20/2016	Correspond with Mr. Campana re: Cortland settlement (0.3).				
	Christopher W. Peer	0.30 hrs.	300.00 / hr	\$	90.00
3/21/2016	Draft and update agenda for Committee call (0.5); conference with Mr. Opincar re: open case topics, including Cranberry and Bosselman (0.5).				
	Christopher W. Peer	1.00 hrs.	300.00 / hr	\$	300.00
3/21/2016	Review of Consumer Privacy Ombudsman Report (.5).				
	John A. Polinko	0.50 hrs.	300.00 / hr	\$	150.00
3/21/2016	Preparation of Minutes of the March 17, 2016 meeting of the Official Committee of Unsecured Creditors of QSL of Medina, Inc. (3.6).				
	Mary G. McCarty	3.60 hrs.	105.00 / hr	\$	378.00
3/22/2016	Discuss committee constitution with BDO (0.4).				
	Christopher W. Peer	0.40 hrs.	300.00 / hr	\$	120.00
3/22/2016	Meet with Debtors' counsel and representatives of Mastodon following Sale Hearing (.6); participate in post-hearing meeting with representatives of BDO (1.0).				
	John A. Polinko	1.60 hrs.	300.00 / hr	\$	480.00
3/23/2016	Review, revise and update agenda for call with Committee (0.5); conference with Mr. Campana re: substance of the call (0.4).				
	Christopher W. Peer	0.90 hrs.	300.00 / hr	\$	270.00
3/23/2016	Review, revise and update agenda for call with Committee (0.5); conference with Mr. Campana re: substance of the call (0.4).				
	Christopher W. Peer	0.90 hrs.	300.00 / hr	\$	270.00
3/23/2016	Review of emails and attachments from Attorney Chris Peer and BDO re: upcoming Committee call and discuss same with Attorney Chris Peer (1.2).				
	John A. Polinko	1.20 hrs.	300.00 / hr	\$	360.00
3/23/2016	Continued work on the March 17, 2016 Minutes of the Official Committee of Unsecured Creditors of QSL of Medina, Inc. (0.3).				
	Mary G. McCarty	0.30 hrs.	105.00 / hr	\$	31.50
3/24/2016	Committee meeting and update re: sale order and next steps (0.6).				
	Christopher W. Peer	0.60 hrs.	300.00 / hr	\$	180.00

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3/24/2016	Prepare for and participate in weekly Committee call with members of Committee and Attorney Chris Peer (.8); participate in follow-up discussion with Attorney Chris Peer re: next steps following entry of Sale Order (.5).				
	John A. Polinko	1.30 hrs.	300.00 / hr	\$	390.00
3/24/2016	Attendance at meeting of the Official Committee of Unsecured Creditors of QSL of Medina, Inc. (0.8).				
	Mary G. McCarty	0.80 hrs.	105.00 / hr	\$	84.00
3/28/2016	Draft agenda for 3/31 meeting (0.4); update discussion with Mr. Harman (0.5); draft message to professionals re: open issues and strategy to perform and research open matters (0.4).				
	Christopher W. Peer	1.30 hrs.	300.00 / hr	\$	390.00
3/29/2016	Update agenda and circulate to committee (0.5).				
	Christopher W. Peer	0.50 hrs.	300.00 / hr	\$	150.00
3/30/2016	Review and revise calculations from BDO re: purchase Price and waterfall (0.9); respond to committee members re: sale status (0.5).				
	Christopher W. Peer	1.40 hrs.	300.00 / hr	\$	420.00
3/30/2016	Preparation of Summary of March 24, 2016 Meeting of the Official Committee of Unsecured Creditors of QSL of Medina, Inc. (1.7).				
	Mary G. McCarty	1.70 hrs.	105.00 / hr	\$	178.50
3/31/2016	Committee Call (0.7); conference with Mr. Opincar re: sale and open issues (0.6); discussion re: replacement committee members (Farmers, Cortland and Plur) (1.0).				
	Christopher W. Peer	2.30 hrs.	300.00 / hr	\$	690.00
3/31/2016	Continued work on Summary of March 24, 2016 Meeting of Official Committee of Unsecured Creditors of QSL of Medina, Inc. (2.3); attendance at meeting of the Official Committee of Unsecured Creditors of QSL of Medina, Inc. (1.1); preparation of Minutes from the March 31, 2016 Meeting (1.4).				
	Mary G. McCarty	4.80 hrs.	105.00 / hr	\$	504.00

Fees for this matter	\$ 14,776.50
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REIMBURSABLE COSTS

Computerized Legal Research	\$ 201.60
Copy Charges	\$ 454.70
Postage Charges	\$ 6.90

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3/1/2016	Courts/USBC-OH-N PA - Filing Fee for Adversarial Complaint.	\$	350.00
3/5/2016	SpeakSpace, LLC - Conference Calling Service for 2/11/16, with QSL Committee regarding QSL Weekly Committee Call.	\$	19.77
3/5/2016	SpeakSpace, LLC - Conference Calling Services for 2/4/16, with QSL Committee regarding QSL Weekly Committee Call.	\$	16.40
3/5/2016	SpeakSpace, LLC - Conference Calling Service for 2/25/16, with QSL Committee regarding QSL Weekly Committee Call.	\$	14.34
3/5/2016	SpeakSpace, LLC - Conference Calling Service for 2/18/16, with QSL Committee regarding QSL Weekly Committee Call.	\$	16.65
3/22/2016	Travel Expense - 3/22/16 Attend QSL Sale Hearing, Akron, Ohio.	\$	63.94
	Total costs for this matter	\$	<u>1,144.30</u>
	Total current billing for this matter	\$	15,920.80

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For Services Performed Through March 31, 2016

Our Matter No: 20801-302

In re: QSL of Medina, Inc. - Use/Sale/Lease of Asset

3/1/2016	Conference with Attorney Peer re: purchase price analysis (0.2).				
	Benjamin M. Cooke	0.20 hrs.	300.00 / hr	\$	60.00
3/2/2016	Review BDO's initial purchase price waterfall calculations (1.0).				
	Benjamin M. Cooke	1.00 hrs.	300.00 / hr	\$	300.00
3/2/2016	Participate in discussion with Attorney Chris Peer re: topics to discuss with Debtors' counsel, including purchase price and waterfall (.3); review of email from Attorney Chris Peer re: same (.1); review and comment on outline to be discussed with Debtors' counsel re: same (.4).				
	John A. Polinko	0.80 hrs.	300.00 / hr	\$	240.00
3/3/2016	Review of limited objection to cure costs filed by CA II, LLC and briefly discuss with Attorney Chris Peer (.3).				
	John A. Polinko	0.30 hrs.	300.00 / hr	\$	90.00
3/4/2016	Review BDO preliminary purchase price calculation and assumptions based on APA (1.0).				
	Benjamin M. Cooke	1.00 hrs.	300.00 / hr	\$	300.00
3/4/2016	Review sale objections as filed (0.6).				
	Christopher W. Peer	0.60 hrs.	300.00 / hr	\$	180.00
3/4/2016	Initial review of objection to cure costs and assumption and assignment filed by Bullivar Associates and briefly discuss same with Attorney Chris Peer (.6); review limited objection of Ohio County Development Authority and email forwarded by representative of same (.4).				
	John A. Polinko	1.00 hrs.	300.00 / hr	\$	300.00
3/7/2016	Participate in conference call with Mastodon re: sales process and TA closing (0.4); call with BDO re: same (0.1); review and respond to emails re: analysis of purchase price waterfall (0.2).				
	Benjamin M. Cooke	0.70 hrs.	300.00 / hr	\$	210.00
3/7/2016	Mastodon call to update on sales prospects (0.5).				
	Christopher W. Peer	0.50 hrs.	300.00 / hr	\$	150.00
3/7/2016	Review of email and attachment from BDO re: marketing tracker (.4); review of Sale				

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	Motion and prepare outline of potential limited objections to same (2.2).				
	John A. Polinko	2.60 hrs.	300.00 / hr	\$	780.00
3/8/2016	Review Mastodon/Debtor purchase price waterfall analysis re: APA (0.8); review and respond to emails re: same (0.2); participate in conference call with BDO re: comments to Mastodon waterfall analysis (1.1).				
	Benjamin M. Cooke	2.10 hrs.	300.00 / hr	\$	630.00
3/8/2016	Participate in conference call with Attorneys Chris Peer and Ben Cooke and BDO to discuss Debtors' draft waterfall of proceeds and compare against BDO's calculation (1.2); participate in follow-up discussions with Attorneys Chris Peer and Ben Cooke re: same (.5); review of emails and attachments from BDO re: waterfall and information to be provided to Debtors (.4).				
	John A. Polinko	2.10 hrs.	300.00 / hr	\$	630.00
3/8/2016	Review of multiple objections to cure amounts (1.8).				
	John A. Polinko	1.80 hrs.	300.00 / hr	\$	540.00
3/9/2016	Review BDO purchase price adjustments and prepare for conference with counsel for debtors re: purchase price allocation (0.8) and conference with Attorney Peer re: calculations and purchase price analysis (0.2); phone conference with BDO re: same (0.5).				
	Benjamin M. Cooke	1.50 hrs.	300.00 / hr	\$	450.00
3/9/2016	Review Sale Motion and Draft Order (1.4); research re: order terms and negotiation points (0.9); conference with Attorney Polinko to compare notes and discuss outline of Limited Objection (0.6).				
	Christopher W. Peer	2.90 hrs.	300.00 / hr	\$	870.00
3/9/2016	Review of balance of objections to cure amounts and discuss implications to waterfall with Attorney Chris Peer (2.4); review of email counsel for secured lender re: inquiry on claims and review of email from Debtors' counsel in response (.2); work with QSL on posting of claims register on Committee's webpage (.5).				
	John A. Polinko	3.10 hrs.	300.00 / hr	\$	930.00
3/9/2016	Participate in internal discussion with Attorney Chris Peer to discuss Sale Motion and Committee's Limited Objection to same (1.0); review of Sale Motion and proposed Sale Order submitted with Sale Motion and outline topics for objection (1.6).				
	John A. Polinko	2.60 hrs.	300.00 / hr	\$	780.00
3/9/2016	Review of email and attachments from BDO re: proceeds waterfall and purchase price estimation (.6).				
	John A. Polinko	0.60 hrs.	300.00 / hr	\$	180.00
3/10/2016	Attend conference with Debtor's counsel re: purchase price waterfall (3.5); review various emails re: revised BDO calculations (0.4).				

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	Benjamin M. Cooke	3.90 hrs.	300.00 / hr	\$	1,170.00
3/10/2016	Prepare for meeting with TA to discuss sale goals (0.2).				
	Christopher W. Peer	0.20 hrs.	300.00 / hr	\$	60.00
3/10/2016	Conduct research re: executory contract nature of operating agreement (2.8); review of memorandum prepared (.5); participate in brief discussion with Debtors' counsel re: same and advise of Committee's position (.1).				
	John A. Polinko	3.40 hrs.	300.00 / hr	\$	1,020.00
3/10/2016	Continue work on Committee's Limited Objection to Sale Motion (1.6).				
	John A. Polinko	1.60 hrs.	300.00 / hr	\$	480.00
3/11/2016	Meeting with TravelCenters to discuss their goals and operations re: sale (0.8); review APA re: closed locations (0.4); review lists of anticipated to be closed locations, Excluded Contracts, Purchased Contracts and Designation Rights Contracts (1.0).				
	Christopher W. Peer	2.20 hrs.	300.00 / hr	\$	660.00
3/12/2016	Review messages from Mastodon confirming no bids (0.3); draft and send message to Committee confirming no bids and no auction (0.7); exchange of emails with BDO re: next steps on Purchase Price Calculation with Mastodon (0.5).				
	Christopher W. Peer	1.50 hrs.	300.00 / hr	\$	450.00
3/13/2016	Respond to Mastodon and others re: sale results (0.4).				
	Christopher W. Peer	0.40 hrs.	300.00 / hr	\$	120.00
3/14/2016	Participate in conference call with Mastodon re: sales process (0.3); review Mastodon purchase price calculation (0.3).				
	Benjamin M. Cooke	0.60 hrs.	300.00 / hr	\$	180.00
3/14/2016	Mastodon update call (0.4); review APA for consideration of excluded assets and location (0.6); discussion with Jim Millar re: sale consideration and committee objections (0.5).				
	Christopher W. Peer	1.50 hrs.	300.00 / hr	\$	450.00
3/14/2016	Participate in conference call with Attorney Chris Peer and BDO to discuss waterfall and secured claims (1.0); participate in follow-up call with BDO to discuss spreadsheet of secured claims v. filed Proofs of Claim (.3); continue work on draft of Committee's Limited Objection to Sale Motion (3.2).				
	John A. Polinko	4.50 hrs.	300.00 / hr	\$	1,350.00
3/15/2016	Continue work on Limited Objection to Sale Motion and discuss same with Attorney Chris Peer (1.4).				
	John A. Polinko	1.40 hrs.	300.00 / hr	\$	420.00
3/16/2016	Review various emails re: purchase price calculation and conference with J. Millar re: deal closing and comments to same (0.3); review and provide comments to objections				

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	to sale order with respect to purchase price calculation (0.7); review updated BDO purchase price calculations and waterfall analysis (0.2).				
	Benjamin M. Cooke	1.20 hrs.	300.00 / hr	\$	360.00
3/16/2016	Initial consideration of research re: holding funds in question on behalf of QSL re: lender claim (0.2).				
	Anthony J. Cox	0.20 hrs.	185.00 / hr	\$	37.00
3/16/2016	Review, revise and edit Sale Limited Objection (2.3); review notices re: conference call and cure objections (0.6).				
	Christopher W. Peer	2.90 hrs.	300.00 / hr	\$	870.00
3/16/2016	Review of Notice of Filing of Updated Schedules and actual schedules (.4); finalize draft of Limited Objection to Sale and review comments of Attorney Chris Peer to same (1.4).				
	John A. Polinko	1.80 hrs.	300.00 / hr	\$	540.00
3/16/2016	Review of email and attachments from BDO re: projected waterfall and financial analysis (.7); review of email from Attorney Chris Peer re: discussion with Debtors' counsel re: upcoming Sale Hearing and issues being addressed (.2); review of email from Attorney Chris Peer re: discussions with counsel for Stalking Horse (.2).				
	John A. Polinko	1.10 hrs.	300.00 / hr	\$	330.00
3/16/2016	Participate in brief call with counsel for Debtors to discuss cure arrangement with Cleveland Cavaliers (.3); discuss same briefly with Attorney Chris Peer (.1); review of Cleveland Cavaliers and Aramark agreements (.3).				
	John A. Polinko	0.70 hrs.	300.00 / hr	\$	210.00
3/17/2016	Review updated Mastodon purchase price waterfall and compare of same to revised waterfall prepared by BDO (0.3); conference with Attorneys Peer and Polinko re: same (0.3); review revised limited objection to sale order as it relates to APA purchase price calculation (0.1).				
	Benjamin M. Cooke	0.70 hrs.	300.00 / hr	\$	210.00
3/17/2016	Continued research re: holding funds following closing of sale to TA (6.0).				
	Anthony J. Cox	6.00 hrs.	185.00 / hr	\$	1,110.00
3/17/2016	Status conference with Court re: sale (1.1); revisions to Sale Order (1.2); review, edit and revise Sale Objection (3.6).				
	Christopher W. Peer	5.90 hrs.	300.00 / hr	\$	1,770.00
3/17/2016	Participate in conference call with Court, Debtors' counsel and other interested parties to discuss status of upcoming hearing on Sale (.8); participate in follow-up discussions internally re: next steps and contact with lender groups (.3); work on proposed resolutions to be discussed with lenders' counsel (1.0).				
	John A. Polinko	2.10 hrs.	300.00 / hr	\$	630.00

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3/17/2016	Review of draft Sale Order and discuss Committee comments with Attorney Chris Peer and BDO (1.2).				
	John A. Polinko	1.20 hrs.	300.00 / hr	\$	360.00
3/17/2016	Review of email and attachment from Mastodon re: proposed waterfall and briefly discuss same with Attorney Chris Peer (.9).				
	John A. Polinko	0.90 hrs.	300.00 / hr	\$	270.00
3/18/2016	Review revisions to sale order with respect to APA closing matters (0.3); review and respond to emails re: Mastodon (0.2); participate in call with Debtors counsel and Mastodon re: purchase price adjustments based on negotiation with Buyer (1.2); conference with Attorney Polinko re: same (0.4).				
	Benjamin M. Cooke	2.10 hrs.	300.00 / hr	\$	630.00
3/18/2016	Continued research re: holding funds in question for lender's deficiency claims (1.0).				
	Anthony J. Cox	1.00 hrs.	185.00 / hr	\$	185.00
3/18/2016	Review claims objections (0.4); draft edits to Sale Order and discuss with Committee professional team (2.2); Conference call to discuss recent changes in terms (1.0).				
	Christopher W. Peer	3.60 hrs.	300.00 / hr	\$	1,080.00
3/18/2016	Review of draft Sale Order (.5); review of comments provided by Attorney Chris Peer and respond to Attorney Chris Peer (.6); participate in conference call with Attorneys Chris Peer and Ben Cooke, counsel for the Debtors and representative of Mastodon to discuss conversations with Stalking Horse and Sale Hearing related issues (1.0); continue work on sale related issues, and limited objection, in anticipation of Sale Hearing (1.8).				
	John A. Polinko	3.90 hrs.	300.00 / hr	\$	1,170.00
3/18/2016	Review of stipulation re: Travaglini Investment as it relates to objection to cure costs (.4); provide comment to Attorney Chris Peer (.1).				
	John A. Polinko	0.50 hrs.	300.00 / hr	\$	150.00
3/18/2016	Participate in call with counsel for Cortland Bank to discuss potential resolution to claims and closing issues (.5); provide update to Attorney Chris Peer and BDO (.2); participate in call with other lender's counsel to discuss stipulation and proposal (1.0); prepare and forward counter-proposal to lender's counsel (.5).				
	John A. Polinko	2.20 hrs.	300.00 / hr	\$	660.00
3/19/2016	Consolidate revisions to sale order and forward draft to Mr. Kazcka (1.8).				
	Christopher W. Peer	1.80 hrs.	300.00 / hr	\$	540.00
3/19/2016	Participate in call with counsel for Cortland Bank re: potential resolution to collateral value issue in anticipation of upcoming Sale Hearing (.4); forward and reply to multiple emails re: resolution (.3); review and respond to email from other lender's counsel re: confirmation of resolution and language for stipulation in proposed Sale Order (.3).				

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	John A. Polinko	1.00 hrs.	300.00 / hr	\$	300.00
3/20/2016	Review and revise order considerations (0.5).				
	Christopher W. Peer	0.50 hrs.	300.00 / hr	\$	150.00
3/20/2016	Review of multiple Stipulations filed by the Debtors in preparation for Sale Hearing (.8).				
	John A. Polinko	0.80 hrs.	300.00 / hr	\$	240.00
3/20/2016	Review of multiple filings, including Sale Motion, in preparation for upcoming Sale Hearing (1.0).				
	John A. Polinko	1.00 hrs.	300.00 / hr	\$	300.00
3/21/2016	Review Mastodon fee calculation (0.2); conference with Attorney Polinko re: same (0.1); review TA form 10-K with respect to QSL transaction and closing (0.7); conference with Attorney Peer re: same (0.2).				
	Benjamin M. Cooke	1.20 hrs.	300.00 / hr	\$	360.00
3/21/2016	Review, edit and revise draft sale order for sale issues and lender issues (2.5); review changes to APA and support deal documents for Committee (2.5); conference with Mr. Opincar on open sale topics and needs (0.4).				
	Christopher W. Peer	5.40 hrs.	300.00 / hr	\$	1,620.00
3/21/2016	Continue preparation for Sale Hearing, including review of filed Objections and Stipulations (3.8); participate in brief call with counsel for Debtors and Attorney Chris Peer to discuss opens issues re: sale of assets and Sale Hearing (.5); continue discussions re: resolution with counsel for Cortland and work on draft language for entry into proposed Sale Order (1.8).				
	John A. Polinko	6.10 hrs.	300.00 / hr	\$	1,830.00
3/22/2016	Review and comment on revised management agreement for liquor permits (0.5); review revised schedules to APA and designation rights agreements (0.5).				
	Benjamin M. Cooke	1.00 hrs.	300.00 / hr	\$	300.00
3/22/2016	Prepare for Sale Hearing and revisions to Sale Order (2.5); Sale hearing (2.0).				
	Christopher W. Peer	4.50 hrs.	300.00 / hr	\$	1,350.00
3/22/2016	Continue preparation for Sale Hearing, including review of proposed Sale Order and Stipulations (3.5).				
	John A. Polinko	3.50 hrs.	300.00 / hr	\$	1,050.00
3/22/2016	Meet with respective counsel prior to Sale Hearing (.5); participate in Sale Hearing (1.4).				
	John A. Polinko	1.90 hrs.	300.00 / hr	\$	570.00
3/23/2016	Review update email to committee members (0.1) and review updated purchase price waterfall calculation from BDO (0.1).				

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	Benjamin M. Cooke	0.20 hrs.	300.00 / hr	\$	60.00
3/23/2016	Review and revise Sale Order (1.7); Conference with Debtors re: sale order comments (0.5).				
	Christopher W. Peer	2.20 hrs.	300.00 / hr	\$	660.00
3/23/2016	Review multiple emails and participate in multiple calls re: revisions to proposed Sale Order (1.1); review clean and redline versions of Sale Order forwarded by counsel for the Debtors (1.0).				
	John A. Polinko	2.10 hrs.	300.00 / hr	\$	630.00
3/24/2016	Review and revise Sale Order (including calls to Lenders to confirm approval) (1.60).				
	Christopher W. Peer	1.60 hrs.	300.00 / hr	\$	480.00
3/24/2016	Review of email and attachment from Debtors' counsel re: current redline of Sale Order (.8); discuss same with Attorney Chris Peer (.4); participate in call with counsel for lender re: language to be included in Sale Order and discuss same with Attorney Chris Peer (.6); participate in call with Debtors' counsel re: Sale Order (.3); review of emails from BDO re: comments to Sale Order (.3); review of email and attachments from Debtors' counsel re: final redline and final version of Sale Order (.6).				
	John A. Polinko	3.00 hrs.	300.00 / hr	\$	900.00
3/25/2016	Review entry of Sale Order (0.3).				
	Christopher W. Peer	0.30 hrs.	300.00 / hr	\$	90.00
3/30/2016	Conference call with Debtors counsel re: sale status (0.6).				
	Christopher W. Peer	0.60 hrs.	300.00 / hr	\$	180.00
3/31/2016	Participate in conference call with committee members (0.8); review updated purchase price calculation and waterfall from BDO (0.2); review and respond to various emails re: deal closing issues (0.5).				
	Benjamin M. Cooke	1.50 hrs.	300.00 / hr	\$	450.00
3/31/2016	Review and respond to sale related messages (0.5); Review and revise Claims waterfall and estimated purchase price (1.1).				
	Christopher W. Peer	1.60 hrs.	300.00 / hr	\$	480.00

Fees for this matter	\$	37,092.00
Total current billing for this matter	\$	37,092.00

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Our Matter No: 20801-304
In re: QSL of Medina, Inc. - OTM Proposed Retention/Fee Application

3/14/2016	Review of McDonald Hopkins and Inglewood February statements (0.3).			
	Christopher W. Peer	0.30 hrs.	300.00 / hr	\$ 90.00
	Fees for this matter			\$ 90.00
	Total current billing for this matter			\$ 90.00

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For Services Performed Through March 31, 2016

Our Matter No: 20801-305

In re: QSL of Medina, Inc. - Miscellaneous Motions

3/11/2016	Review Ford Stay Relief Motion (0.2); contact court to participate in Ally Stay Relief hearing on 3/15 by phone (0.2).				
	Christopher W. Peer	0.40 hrs.	300.00 / hr	\$	120.00

Fees for this matter	\$	120.00
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Total current billing for this matter	\$	120.00
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Our Matter No: 20801-306
In re: QSL of Medina, Inc. - OTM Investigation

3/31/2016	Review of certain of the Debtors' insurance policies (1.0).				
	John A. Polinko	1.00 hrs.	300.00 / hr	\$	300.00
	Fees for this matter			\$	300.00
	Total current billing for this matter			\$	300.00

Official Committee of Unsecured Creditors of QSL of Medina, Inc.
Mr. Lawrence D. Campana, Chairperson
Campana Properties, Inc.
17859 Lake Road
Lakewood, OH 44107-1048

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For Services Performed Through March 31, 2016

Our Matter No: 20801-307

In re: QSL of Medina, Inc. - Cash Collateral/Financing

3/3/2016	Review of email and attachment from Debtors' counsel re: rolling budget and variance report (.4).				
	John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
3/17/2016	Review of email from Debtors' counsel and attached rolling budget and variance report (.4).				
	John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
3/23/2016	Review of rolling budget and variance report forwarded by Debtors' counsel (.6).				
	John A. Polinko	0.60 hrs.	300.00 / hr	\$	180.00

Fees for this matter	\$	420.00
Total current billing for this matter	\$	420.00

Official Committee of Unsecured Creditors of QSL of Medina, Inc.
Mr. Lawrence D. Campana, Chairperson
Campana Properties, Inc.
17859 Lake Road
Lakewood, OH 44107-1048

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For Services Performed Through March 31, 2016

Our Matter No: 20801-308

In re: QSL of Medina, Inc. - Claims Analysis and Administration

3/1/2016	Review claims waterfall and revise same (1.7); conference with Mr. Kozel re: revisions to construction of waterfall (1.0).				
	Christopher W. Peer	2.70 hrs.	300.00 / hr	\$	810.00
3/1/2016	Review email from counsel for Cortland (.1); participate in brief discussion re: potential of resolution to concerns with claim and valuation of same (.3); review of limited objection to cure costs filed by One Lakewood Company, LLC, et al. (.3).				
	John A. Polinko	0.70 hrs.	300.00 / hr	\$	210.00
3/1/2016	Review of email from BDO and attachments with estimated proceeds waterfalls given certain differing assumptions and potential issues with the sale of the Debtors' assets, including valuation of secured lenders' collateral and discuss same with Attorney Chris Peer (1.8).				
	John A. Polinko	1.80 hrs.	300.00 / hr	\$	540.00
3/2/2016	Revise claims analysis (0.7); conference with Mr. Kozel re: analysis for committee and preparation for presentation to committee (1.1).				
	Christopher W. Peer	1.80 hrs.	300.00 / hr	\$	540.00
3/3/2016	Review claims analysis with Mr. Kozel and develop adjustments to same (0.9).				
	Christopher W. Peer	0.90 hrs.	300.00 / hr	\$	270.00
3/4/2016	Research re: claims analysis and expected claims to be filed (0.8).				
	Christopher W. Peer	0.80 hrs.	300.00 / hr	\$	240.00
3/4/2016	Review of Proof of Claim filed by Joll Enterprises on the Court's docket (.3).				
	John A. Polinko	0.30 hrs.	300.00 / hr	\$	90.00
3/6/2016	Review and comment on updated claims waterfall (0.8); review and comment on purchase price calculation (0.7).				
	Christopher W. Peer	1.50 hrs.	300.00 / hr	\$	450.00
3/7/2016	Review Purchase price calculation and advise BDO re: revisions to model (0.8); review claims waterfall and provide revisions to BDO (0.7).				
	Christopher W. Peer	1.50 hrs.	300.00 / hr	\$	450.00
3/8/2016	Review Claims waterfall from Debtors and discuss same with WHP and BDO (1.2); revise Committee Waterfall (1.2); conference with Mark Kozel re: waterfall and impact				

Official Committee of Unsecured Creditors of QSL of Medina, Inc.
 Mr. Lawrence D. Campana, Chairperson
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 Lakewood, OH 44107-1048

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	on payout result and lender negotiation (0.4).				
	Christopher W. Peer	2.80 hrs.	300.00 / hr	\$	840.00
3/9/2016	Update Committee on claims analysis and secured lender negotiations (0.6); Conference with BDO re: strategy points and negotiation positions (0.5).				
	Christopher W. Peer	1.10 hrs.	300.00 / hr	\$	330.00
3/11/2016	First contact with lenders on negotiations on claims (1.0); review and revisions to lender spreadsheets with secured claim analysis (1.1).				
	Christopher W. Peer	2.10 hrs.	300.00 / hr	\$	630.00
3/11/2016	Participate in call with counsel for Cortland to discuss Cortland's claim and secured v. unsecured status (.5); discuss same with Attorney Chris Peer (.3); review of documents prepared by BDO re: valuation of collateral of secured lenders (.7); review case law re: valuation of assets based on going concern v. liquidation value (.6); review of claims filed by Cortland and supporting documentation (.5).				
	John A. Polinko	2.60 hrs.	300.00 / hr	\$	780.00
3/13/2016	Review situation on unsold property and draft offers to lenders (1.3).				
	Christopher W. Peer	1.30 hrs.	300.00 / hr	\$	390.00
3/14/2016	Review and revise claims analysis and lender negotiation points (2.3); conference call with John Polinko and BDO re: claims strategy and analysis (1.3); Calls to counsel for Wells, Farmers and Cortland (2.5); revisions to form of offer of settlement (0.9).				
	Christopher W. Peer	7.00 hrs.	300.00 / hr	\$	2,100.00
3/14/2016	Participate in meeting with Attorney Chris Peer to discuss approaches to lenders and information to provide (.4); participate in call with Attorney Chris Peer and counsel for Cortland (.5); participate in call with Attorney Chris Peer and counsel for Debtors to discuss open issues and objections re: Sale Hearing (.3).				
	John A. Polinko	1.20 hrs.	300.00 / hr	\$	360.00
3/14/2016	Review of term sheet to be provided to secured lenders and make revisions thereto and forward to Attorney Chris Peer (.6).				
	John A. Polinko	0.60 hrs.	300.00 / hr	\$	180.00
3/15/2016	Review and comment on lender term sheet and conference with Attorney Peer re: same (0.2).				
	Benjamin M. Cooke	0.20 hrs.	300.00 / hr	\$	60.00
3/15/2016	Review, revise, edit and update lender offers re: secured claims (2.7); discussions with BDO and WHP re: lender claims (0.7); lender discussions with counsel for Wells, UC and Farmers (1.2).				
	Christopher W. Peer	4.60 hrs.	300.00 / hr	\$	1,380.00
3/15/2016	Review multiple emails and attachments from BDO re: secured lender packages to be sent with proposal for resolution (.8); review final draft of term sheet to be provided to				

Official Committee of Unsecured Creditors of QSL of Medina, Inc.
 Mr. Lawrence D. Campana, Chairperson
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 Lakewood, OH 44107-1048

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	secured lenders (.5); communicate with secured lenders' counsel re: same (.4).				
	John A. Polinko	1.70 hrs.	300.00 / hr	\$	510.00
3/16/2016	Research re: negotiations with lenders on secured claims (0.4); review waterfall and claims analysis with Mr. Kozel (1.1).				
	Christopher W. Peer	1.50 hrs.	300.00 / hr	\$	450.00
3/17/2016	Negotiations with Farmers, Wells and Cortland re: secured claims (1.5); discussions with BDO and Committee re: resolution of secured claims (0.5).				
	Christopher W. Peer	2.00 hrs.	300.00 / hr	\$	600.00
3/18/2016	Negotiations on Secured claims with UC (0.7); Farmers (0.6) and Wells (0.5); conference with Wells, UC and Farmers re: payment process (0.5); Review other claims and discuss counteroffers with Mr. Kozel and Mr. Polinko (0.7).				
	Christopher W. Peer	3.00 hrs.	300.00 / hr	\$	900.00
3/18/2016	Discussions with Mastodon and BDO re: Claims Waterfall (0.8).				
	Christopher W. Peer	0.80 hrs.	300.00 / hr	\$	240.00
3/19/2016	Discussions with Mr. Polinko and Mr. Kozel re: Cortland Settlement (1.0); Analysis re: recommendation to Committee re: Cortland claims (0.6).				
	Christopher W. Peer	1.60 hrs.	300.00 / hr	\$	480.00
3/20/2016	Review and consider Cortland counter offer (0.6).				
	Christopher W. Peer	0.60 hrs.	300.00 / hr	\$	180.00
3/21/2016	Final negotiations with Cortland (0.9); final negotiations with Wells, Farmers and Scotts (0.9).				
	Christopher W. Peer	1.80 hrs.	300.00 / hr	\$	540.00
3/22/2016	Respond to lenders re: claims issues (.80).				
	Christopher W. Peer	0.80 hrs.	300.00 / hr	\$	240.00
Fees for this matter				\$	14,790.00
Total current billing for this matter				\$	14,790.00

Official Committee of Unsecured Creditors of QSL of Medina, Inc.
Mr. Lawrence D. Campana, Chairperson
Campana Properties, Inc.
17859 Lake Road
Lakewood, OH 44107-1048

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For Services Performed Through March 31, 2016

Our Matter No: 20801-309

In re: QSL of Medina, Inc. - Creditor Communication

3/7/2016	Forward documents to KCC for posting on Committee's dedicated website (.3).				
	John A. Polinko	0.30 hrs.	300.00 / hr	\$	90.00
3/8/2016	Respond to messages from Millpond and Plur (0.7).				
	Christopher W. Peer	0.70 hrs.	300.00 / hr	\$	210.00
3/9/2016	Review claim register (1.2); review all secured claims (1.8); conference with Mr. Kozel and Mr. Goddard re: claims analysis and filling in missing holes (0.4).				
	Christopher W. Peer	3.40 hrs.	300.00 / hr	\$	1,020.00
3/10/2016	Meeting with Debtors professionals re: sale closing and claims waterfall (1.5); preparations for same meeting including discussions with Mr. Goddard and Mr. Kozel (1.4).				
	Christopher W. Peer	2.90 hrs.	300.00 / hr	\$	870.00
Fees for this matter				\$	2,190.00
Total current billing for this matter				\$	2,190.00

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Our Matter No: 20801-310
In re: QSL of Medina, Inc. - WHP Retention/Fee Applications

3/8/2016	Review WHP February time and invoice (0.4).				
	Christopher W. Peer	0.40 hrs.	300.00 / hr	\$	120.00
3/11/2016	Finalize WHP invoice and circulate WHP and BDO invoices to Debtors, etc. for review and payment (0.2).				
	Christopher W. Peer	0.20 hrs.	300.00 / hr	\$	60.00
	Fees for this matter			\$	<u>180.00</u>
	Total current billing for this matter			\$	180.00

Official Committee of Unsecured Creditors of QSL of Medina, Inc.
Mr. Lawrence D. Campana, Chairperson
Campana Properties, Inc.
17859 Lake Road
Lakewood, OH 44107-1048

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For Services Performed Through March 31, 2016

Our Matter No: 20801-315
In re: QSL of Medina, Inc. - Travel

3/10/2016	Travel to and from meeting with Debtors professionals (1.0).				
	Christopher W. Peer	1.00 hrs.	300.00 / hr	\$	300.00
3/11/2016	Travel to and from meeting with TravelCenters at TravelCenters (1.0).				
	Christopher W. Peer	1.00 hrs.	300.00 / hr	\$	300.00
3/22/2016	Travel to and from Akron Bankruptcy Court (1.5).				
	Christopher W. Peer	1.50 hrs.	300.00 / hr	\$	450.00
3/22/2016	Travel to and from Bankruptcy Court in Akron to attend Sale Hearing (2.0).				
	John A. Polinko	2.00 hrs.	300.00 / hr	\$	600.00
					<hr/>
Fees for this matter				\$	1,650.00
Total current billing for this matter				\$	1,650.00

Official Committee of Unsecured Creditors of QSL of Medina, Inc.
Mr. Lawrence D. Campana, Chairperson
Campana Properties, Inc.
17859 Lake Road
Lakewood, OH 44107-1048

April 12, 2016
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For Services Performed Through March 31, 2016

Our Matter No: 20801-316

In re: QSL of Medina, Inc. - Court Appearances

3/1/2016 Prepare for and participate in telephonic hearing re: Debtor's Key Employee Incentive Program Motion (.9).

John A. Polinko	0.90 hrs.	300.00 / hr	\$	270.00
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Fees for this matter	\$	270.00
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Total current billing for this matter	\$	270.00
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Our Matter No: 20801-317
In re: QSL of Medina, Inc. - Lien Investigation

3/3/2016	Participate in call with counsel for Cortland re: potential stipulation on deadline to answer and limitation of claims (.4).				
	John A. Polinko	0.40 hrs.	300.00 / hr	\$	120.00
3/4/2016	Respond re: Cortland request re: extension of time to answer (0.3).				
	Christopher W. Peer	0.30 hrs.	300.00 / hr	\$	90.00

Fees for this matter	\$	210.00
Total current billing for this matter	\$	210.00

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Remittance Page

INVOICE SUMMARY

Current

FEES FOR PROFESSIONAL SERVICES	72,088.50
REIMBURSABLE COSTS	<u>1,144.30</u>
PLEASE REMIT BALANCE DUE THIS INVOICE	73,232.80

TERMS ■ NET 30 DAYS

The Ohio Supreme Court Disciplinary Rules provide that attorneys' fees are to be based upon the hours spent; the results obtained; the urgency of the matter; the experience, reputation and ability of the attorneys involved; and the novelty and difficulty of the issue involved. Our fees for all lawyers and paralegals are computed not solely based on hours spent and are in accordance with the Supreme Court rules. If you have any questions, please call us.

Thank you for entrusting us with your legal needs.

***Return this page with your remittance to
Wickens, Herzer, Panza, Cook & Batista Co.
35765 Chester Road, Avon, Ohio 44011-1262***

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF OHIO
EASTERN DIVISION
(AKRON)

IN RE:

QSL OF MEDINA, INC., ET AL.¹

Debtors

Chapter 11

Case Nos. 15-52722; 15-52726 through
15-52732; 15-52734 through 15-52735;
15-52737 through 15-52738; 15-52740
through 15-52749; 15-52751 through 15-
52754
(Joint Administration under Case No. 15-
52722)

JUDGE ALAN M. KOSCHIK

* * * *

**CERTIFICATION OF CHRISTOPHER W. PEER REGARDING FIRST INTERIM
APPLICATION OF WICKENS, HERZER, PANZA, COOK & BATISTA, CO. FOR
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
DECEMBER 8, 2015, THROUGH MARCH 31, 2016**

I, Christopher W. Peer, hereby certify that I have read and foregoing *First Interim Application of Wickens, Herzer, Panza, Cook & Batista, Co., for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred for the Period December 8, 2015,*

¹ The Debtors and the last four digits of the Debtors' United States Tax Identification Number following in parentheses are: QSL of Medina, Inc. (8260); QSL Operations, Inc. (2667); QSL Management, Inc. (1988); Quaker Steak & Lube Franchising Corporation (1589); Quaker Steak & Wings, Inc. (7669); QSL Sauces, Inc. (8951); QSL Intellectual Properties Corporation (9985); QSL of Buffalo, Inc. (6439); QSL of Sheffield, Inc. (5326); QSL of Plano, Inc. (6701); QSL of Warren, Inc. (3865); QSL of Independence, Ohio, Inc. (0166); QSL of Newport News, Inc. (3858); QSL of Lakewood, Inc. (1575); QSL of Harrisonburg, Inc. (4832); QSL of Concord, Inc. (9262); QSL of Carrollton, Inc. (7632); QSL of Fort Wayne, Inc. (3079); Lube Holdings, Inc. (6457); Best Wings USA, Inc. (1339); QSL of Wheeling, Inc. (2220); QSL of Vermillion, Inc. (5207); QSL of Springfield, Inc. (9745); QSL of Springfield Realty, Inc. (9589); QSL of Fredericksburg, Inc. (4887); QSL of Medina Reality, Inc. (8418); and Lube Aggregator Inc. (1263).

through March 31, 2016 (the "Application") filed by Wickens, Herzer, Panza, Cook & Batista, Co. ("WHP"). To the best of my knowledge, information and belief formed after reasonable inquiry, the compensation and expense reimbursement sought in the Application conforms with the *Guidelines for Compensation and Expense Reimbursement of Professionals Promulgated by Bankruptcy Court for the Northern District of Ohio*, and the compensation and expense reimbursement requested is invoiced at rates in accordance with practices no less favorable to the Committee and the Debtors' estates than those customarily employed by WHP. Moreover, no attorney or paraprofessional of WHP is a relative of any judge of this Court or the United States Trustee in the region in which these cases are pending, nor are they or have they been connected with any judge of this Court or such United States Trustee so as to render the employment of WHP improper as set forth in Rule 5002 of the Federal Rules of Bankruptcy Procedure.

Dated: April 28, 2016

Respectfully submitted,



/s/ Christopher W. Peer

Christopher W. Peer (No. 0076257)

E-mail Cpeer@wickenslaw.com

John A. Polinko (No. 0073967)

E-mail JPolinko@WickensLaw.com

WICKENS, HERZER, PANZA, COOK & BATISTA CO.

35765 Chester Road

Avon, OH 44011-1262

(440) 695-8000 (Main)

(440) 695-8098 (Fax)

ATTORNEYS FOR THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF QSL OF MEDINA,
INC.